

6. Distribution, consignment and marking instructions for all reports and data shall be F.O.B. Destination in accordance with Enclosure Number 1 of Exhibit A. The address for the cognizant Program Officer is as follows:

Naval Research Laboratory (NRL)
Maritime Sensing Section
Attn: Jonathan Nichols, Code: 5673
4555 Overlook Avenue
Washington, DC 20375

Ref: Contract N00014-10-C-0246

5. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$12,034,776.00, including an estimated cost of (b) (4) and a fixed fee of (b) (4).
- (b) CLIN 0001 is fully funded.
- (c) CLIN 0002 is fully funded.
- (d) CLIN 0003 will not exceed a total amount of \$8,564,545.00, including an estimated cost of (b) (4) and a fixed fee of (b) (4). The total amount presently available for payment and allotted to CLIN 0003 of this contract is \$1,780,769.00, including an estimated cost of (b) (4) and a fixed fee of (b) (4).
6. This modification increases the estimated cost by (b) (4) from (b) (4) to (b) (4).
7. All other terms and conditions of the above numbered contract including estimated cost and fixed fee remain unchanged and in full force and effect.

FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT NUMBER (CRITICAL) N0001410C0246		2. SPIN (CRITICAL)		3. MOD (CRITICAL) P00012			4. PR NUMBER 12PR00944-03								
CLIN/SLIN	5. LINE OF ACCOUNTING										7. AMOUNT (CRITICAL)	NAVY INTERNAL USE ONLY REF DOC/ACRN			
	A. ACRN (CRITICAL)	B. APPROPRIATION (CRITICAL)	C. SUBHEAD (CRITICAL)	D. OBJ CLA	E. PARM	F. RFM	G. SA	H. AAA (CRITICAL)	I. IT	J. PAA			K. COST CODE		
													PROJ UNIT	MCC	POLI & SUF
	AF AG	1721319 1721319	W3DN W2DE	255 255	RA RA	313 313	0 0	068342 068342	2D 2D	000000 000000	02915 08051	000 000	MPHO MPIC		PR#12PR00944-03 FRC:1MPH PR#12PR00944-03 FRC:1MPI
PAGE TOTAL											\$1,781,000.00				
GRAND TOTAL											\$1,781,000.00				
PREPARED/AUTHORIZED BY:						COMPTROLLER APPROVAL:									
DATE:						FOR FISCAL DATA AND SIGNATURE BY _____						for COMPTROLLER, ONR CONTRACT REVIEWED			
														DATE:	

Contract Distribution Sheet

CR Number: 12PR00944-03
Contract Number: N0001410C0246
Specialist: WARD, TIMOTHY J. ONR: BD251
Modification Number: P00012

Distribution Date: 2-22-2012

Distributed By:



___ PCO, ONR Arlington (Original)

___ Contractor (Duplicate Original)

+EDA

Short Contractor Code and Address:

PVSN
PANAVISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD STE 840
WOODLAND HILLS, CA 91367-2602 US

___ ACO

ACO MILSCAP Code and Address:

S0512A
DCMA LOS ANGELES-S0512A
P.O. BOX 9608
MISSION HILLS, CA 91346-9608 US

___ Payment Office

DODAAD Code and Address:

HQ0339
DFAS COLUMB WEST ENTL-HQ0339
PO BOX 182381
COLUMBUS, OH 43218-2381 US

___ ONR:
00CC

Program Officer: DUNCAN, DR. MICHAEL D., ONR Other

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

CONTRACT ID CODE
D0-C9(U)PAGE OF PAGES
1 3

AMENDMENT/MODIFICATION NO. 00013	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REG. NO. 13PR02250-00 / NAVRIS # 1058584	5. PROJECT NO. (if applicable) N.A.
ISSUED BY CODE	N00014	7. ADMINISTERED BY (if other than item 6) SCD-C	CODE S0512A

OFFICE OF NAVAL RESEARCH
INR 251 KENESHA Y. HARGRAVE (703) 696-5345
e-mail: Kenesha.y.hargrave@navy.mil
75 North Randolph Street, Suite OLC 1279
Arlington VA 22203-1995

DCMA LOS ANGELES
P.O. BOX 9608
MISSION HILLS, CA 91346-9608

NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)

ANAVISION FEDERAL SYSTEMS, LLC
1300 VICTORY BLVD. SUITE 840
WOODLAND HILLS, CA 91367-2602

ORIGINAL

CODE
26T5

FACILITY CODE

<input type="checkbox"/>	9A. AMENDMENT OF SOLICITATION NO. N.A.
<input type="checkbox"/>	9B. DATED (SEE ITEM 11)
<input checked="" type="checkbox"/>	10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-10-C-0246
	10B. DATED (SEE ITEM 13) 21 SEPTEMBER 2010

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

2. ACCOUNTING AND APPROPRIATION DATA (if required)

SEE THE ATTACHED FINANCIAL ACCOUNTING DATA (FAD) SHEETS

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.

<input type="checkbox"/>	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
<input type="checkbox"/>	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<input type="checkbox"/>	C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION:
<input checked="" type="checkbox"/>	D. OTHER (Specify type of modification and authority) FAR 43.103(b) Unilateral Modification; FAR 52.232-22 Limitation of Funds

3. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 2 copies to the issuing office.

4. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to provide an increment of funding in the amount of \$2,431,000.00 to Option II (CLIN 0003) under Contract Number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Kenesha Y. Hargrave CONTRACTING OFFICER
15B. CONTRACTOR/OFFEROR	16B. UNITED STATES OF AMERICA
15C. DATE SIGNED	16C. DATE SIGNED 11/29/2012
Signature of person authorized to sign	(Signature of Contracting Officer)

3N 7540-01-152-8070

PREVIOUS EDITION UNUSABLE

NAVOCNR OVERPRINT (3-88)

30-105

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

Effective as of the date of this modification:

1. The funds available for performance under this order are increased by the amount set forth in the attached FAD sheets.
2. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	<p>BASE</p> <p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p>	(b)(4)	(b)(4)	\$646,054.00
	<p>000101 ACRN AA: (b)(4)</p> <p>000102 ACRN AB: (b)(4)</p> <p>000103 ACRN AC: (b)(4)</p>			
	Option I			
0002	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p>000201 ACRN AD: (b)(4)</p> <p>000202 ACRN AC: (b)(4)</p> <p>000203 ACRN AC: (b)(4)</p> <p>000204 ACRN AC: (b)(4)</p> <p>000205 ACRN AD: (b)(4)</p> <p>000206 ACRN AC: (b)(4)</p> <p>000207 ACRN AE: (b)(4)</p> <p>000208 ACRN AF: (b)(4)</p> <p>000209 ACRN AF: (b)(4)</p> <p>000210 ACRN AF: (b)(4)</p> <p>000211 ACRN AF: (b)(4)</p>	(b)(4)	(b)(4)	\$2,824,177.00

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000301 ACRN AF: (b)(4) 000302 ACRN AG: (b)(4) 000303 ACRN AH: (b)(4) 000304 ACRN AJ: (b)(4) <i>**Note: Before Exercising Option II a Chief of Naval Information (CHINFO) Announcement must be processed prior to option exercise.</i>	(b)(4)	(b)(4)	\$8,564,545.00
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
TOTAL ESTIMATED CONTRACT CONSIDERATION:		(b)(4)	(b)(4)	\$12,034,776.00

NSP = Not Separately Priced.

3. Section G - Contract Administration Data subpart I.3, entitled "Allotment of Funds" is hereby revised as follows:

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$12,034,776.00; including an estimated cost of (b)(4) and a fixed fee of (b)(4).
- (b) CLINs 0001 and 0002 are fully funded.
- (c) It is hereby understood and agreed that CLIN 0003 will not exceed a total amount of \$8,564,545.00; including an estimated cost of (b)(4) and a fixed fee of (b)(4). The total amount presently available for payment and allotted to CLIN 0003 of this contract is \$4,211,769.00; including an estimated cost of (b)(4) and a fixed fee of (b)(4). It is estimated that the amount allotted of \$4,211,769.00 will cover the period from the date of award through fifteen (15) months thereafter.

4. All other terms and conditions of Contract Number N00014-10-C-0246 remains unchanged and in full force and effect.

Contract Number: N00014-10-C-0246

Modification: P00013

FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT NUMBER (CRITICAL) N0001410C0246			2. SPIN (CRITICAL)		3. MOD (CRITICAL) P00013			4. PR NUMBER 13PR02250-00							
CLIN/SUN	5. LINE OF ACCOUNTING												7. AMOUNT (CRITICAL)	NAVY INTERNAL USE ONLY REF DOC/ACRN	
	A. ACRN (CRITICAL)	B. APPROPRIATION (CRITICAL)	C. SUBHEAD (CRITICAL)	D. OBJ CLA	E. PARM	F. RFM	G. SA	H. AAA (CRITICAL)	I. IT	J. PAA	K. COST CODE				
											PROJ UNIT	MCC			PDU & SUF
	AH AJ	1731319 1731319	W3F3 W2F2	255 255	RA RA	313 313	0 0	068342 068342	2D 2D	000000 000000	03346 00000	000 000	MPH0 MPI0		PR#13PR02250-00 PRC:1MPH PR#13PR02250-00 PRC:1MPI
PAGE TOTAL													\$2,431,000.00		
GRAND TOTAL													\$2,431,000.00		
PREPARED/AUTHORIZED BY:						COMPTROLLER APPROVAL:									
DATE:						FOR FISCAL DATA AND SIGNATURE									
						BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED									

Contract Distribution Sheet

CR Number: 13PR02250-00
Contract Number: N0001410C0246
Specialist: MCNEILLY, MARISSA M ONR: BD251
Modification Number: P00013

Distribution Date: 11/18/12

Distributed By: [REDACTED]

☐ PCO, ONR Arlington (Original)

☐ Contractor (Duplicate Original)

Short Contractor Code and Address:

eda only

PVSN
PANAVISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD STE 840
WOODLAND HILLS, CA 91367-2602 US

☐ ACO

ACO MILSCAP Code and Address:

S0512A
DCMA LOS ANGELES-S0512A
P.O. BOX 9608
MISSION HILLS, CA 91346-9608 US

☐ Payment Office

DODAAD Code and Address:

HQ0339
DFAS COLUMB WEST ENTL-HQ0339
PO BOX 182381
COLUMBUS, OH 43218-2381 US

☐ ONR:
00CC

Program Officer: DUNCAN, DR. MICHAEL D., ONR Other

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			CONTRACT ID CODE D0-C9(U)	PAGE OF PAGES 1 3
2. AMENDMENT/MODIFICATION NO. P00014	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REG. NO. 13PR02250-01 / NAVRIS # 1058584	5. PROJECT NO. (if applicable) N.A.	
6. ISSUED BY CODE	N00014	7. ADMINISTERED BY (if other than item 6) SCD-C	CODE S0512A	
OFFICE OF NAVAL RESEARCH ONR 251 KENESHA Y. HARGRAVE (703) 696-5345 E-mail: Kenesha.y.hargrave@navy.mil 875 North Randolph Street, Suite OLC 1279 Arlington VA 22203-1995		DCMA LOS ANGELES P.O. BOX 9508 MISSION HILLS, CA 91346-9608		
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) PANAVISION FEDERAL SYSTEMS, LLC 21300 VICTORY BLVD. SUITE 840 WOODLAND HILLS, CA 91367-2802		<div style="text-align: center; font-size: 2em; font-weight: bold;">ORIGINAL</div> <div style="display: flex; justify-content: space-between;"> <div> (2) 9A. AMENDMENT OF SOLICITATION NO. N.A. 9B. DATED (SEE ITEM 11) <input checked="" type="checkbox"/> 10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-10-C-0246 10B. DATED (SEE ITEM 13) 21 SEPTEMBER 2010 </div> <div> CODE 326T5 FACILITY CODE </div> </div>		
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS				

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (if required)

SEE THE ATTACHED FINANCIAL ACCOUNTING DATA (FAD) SHEETS

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.

(15) A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.	<input type="checkbox"/>
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14. PURSUANT TO THE AUTHORITY OF FAR 43.103(b).	<input checked="" type="checkbox"/>
C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION:	<input type="checkbox"/>
D. OTHER (Specify type of modification and authority) FAR 43.103(b) Bilateral Modification; FAR 52.232-22 Limitation of Funds	<input type="checkbox"/>
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return 2 copies to the issuing office.	

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible)

The purpose of this modification is to deobligate funds in the amount of \$200,000.00 under CLIN 0003 (ACRN AJ) under Contract Number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print) CLIVE TOWNDRUN	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) VERA M. CARROLL CONTRACTING OFFICER
15C. DATE SIGNED 1/15/2013	16C. DATE SIGNED 01/15/2013
15B. UNITED STATES OF AMERICA BY (Signature of person authorized to sign) SN 7540-01-152-8070 PREVIOUS EDITION UNUSABLE NAVCNR OVERPRINT (3-88)	16B. UNITED STATES OF AMERICA BY (Signature of contracting officer) 30-105 STANDARD FORM 30 (REV. 10-83) Prescribed by GSA FAR (48 CFR) 53.243

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

CONTRACT ID CODE
D0-C9(U)PAGE OF PAGES
1 3

AMENDMENT/MODIFICATION NO.	3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REG. NO	5. PROJECT NO. (if applicable)
00014	SEE BLOCK 16C	13PR02250-01 / NAVRIS # 1058584	N.A.
ISSUED BY	CODE	7. ADMINISTERED BY (if other than item 6)	SCD-C
	N00014		CODE S0512A

OFFICE OF NAVAL RESEARCH
INR 251 KENESHA Y. HARGRAVE (703) 696-5345
-mail: Kenesha.y.hargrave@navy.mil
75 North Randolph Street, Suite OLC 1279
Arlington VA 22203-1995

DCMA LOS ANGELES
P.O. BOX 9608
MISSION HILLS, CA 91346-9608

NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)

ANAVISION FEDERAL SYSTEMS, LLC
1300 VICTORY BLVD. SUITE 840
WOODLAND HILLS, CA 91367-2602

(9)	9.A. AMENDMENT OF SOLICITATION NO.
	N.A.
<input type="checkbox"/>	9B. DATED (SEE ITEM 11)
<input checked="" type="checkbox"/>	10A. MODIFICATION OF CONTRACT/ORDER NO.
	N00014-10-C-0246
	10B. DATED (SEE ITEM 13)
	21 SEPTEMBER 2010

CODE
26T5

FACILITY CODE

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) by separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

2. ACCOUNTING AND APPROPRIATION DATA (if required)

SEE THE ATTACHED FINANCIAL ACCOUNTING DATA (FAD) SHEETS

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.

<input checked="" type="checkbox"/>	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
<input type="checkbox"/>	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<input type="checkbox"/>	C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION:
<input type="checkbox"/>	D. OTHER (Specify type of modification and authority) FAR 43.103(b) Bilateral Modification; FAR 52.232-22 Limitation of Funds

3. IMPORTANT: Contractor ☐ is not, ☒ is required to sign this document and return 9 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to deobligate funds in the amount of \$200,000.00 under CLIN 0003 (ACRN AJ) under Contract Number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED
<i>(Signature of person authorized to sign)</i>		<i>(Signature of Contracting Officer)</i>	
SN 7540-01-152-8070		30-105	

PREVIOUS EDITION UNUSABLE
NAVOCNR OVERPRINT (3-88)

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

Effective as of the date of this modification:

1. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	<p>BASE</p> <p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p>	(b)(4)	(b)(4)	\$646,054.00
	<p>000101 ACRN AA: (b)(4)</p> <p>000102 ACRN AB: (b)(4)</p> <p>000103 ACRN AC: (b)(4)</p>			
	Option I			
0002	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p>000201 ACRN AD: (b)(4)</p> <p>000202 ACRN AC: (b)(4)</p> <p>000203 ACRN AC: (b)(4)</p> <p>000204 ACRN AC: (b)(4)</p> <p>000205 ACRN AD: (b)(4)</p> <p>000206 ACRN AC: (b)(4)</p> <p>000207 ACRN AE: (b)(4)</p> <p>000208 ACRN AF: (b)(4)</p> <p>000209 ACRN AF: (b)(4)</p> <p>000210 ACRN AF: (b)(4)</p> <p>000211 ACRN AF: (b)(4)</p>	(b)(4)	(b)(4)	\$2,824,177.00
	Option II			
0003	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p>000301 ACRN AF: (b)(4)</p> <p>000302 ACRN AG: (b)(4)</p> <p>000303 ACRN AH: (b)(4)</p> <p>000304 ACRN AJ: (b)(4)</p>	(b)(4)	(b)(4)	\$8,564,545.00

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
TOTAL ESTIMATED CONTRACT CONSIDERATION:		(b) (4)	(b) (4)	\$12,034,776.00

NSP = Not Separately Priced.

2. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$12,034,776.00; including an estimated cost of (b) (4) and a fixed fee of (b) (4).
- (b) CLINs 0001 and 0002 are fully funded.
- (c) It is hereby understood and agreed that CLIN 0003 will not exceed a total amount of \$8,564,545.00; including an estimated cost of (b) (4) and a fixed fee of (b) (4). The total amount presently available for payment and allotted to CLIN 0003 of this contract is \$4,011,769.00; including an estimated cost of (b) (4) and a fixed fee of (b) (4). It is estimated that the amount allotted of \$4,011,769.00 will cover the period from the date of award through fourteen (14) months thereafter.

3. All other terms and conditions of Contract Number N00014-10-C-0246 remains unchanged and in full force and effect.

FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT NUMBER (CRITICAL) N0001410C0246			2. SPIIN (CRITICAL)		3. MOD (CRITICAL) P00014			4. PR NUMBER 13PR02250-01							
CLIN/SLIN	6. LINE OF ACCOUNTING											7. AMOUNT (CRITICAL)	NAVY INTERNAL USE ONLY REF DOC/ACRN		
	A. ACRN (CRITICAL)	B. APPROPRIATION (CRITICAL)	C. SUBHEAD (CRITICAL)	D. OBJ CLA	E. PARM	F. RFM	G. SA	H. AAA (CRITICAL)	I. IT	J. PAA	K. COST CODE				
											PROJ UNIT			MCC	POLI & SUF
	AJ	1731319	W2F2	255	RA	313	0	060342	2D	000000	00000	000	MPI0	-\$200,000.00	PRH13PR02250-01 FRC:LMPI
PAGE TOTAL														-\$200,000.00	
GRAND TOTAL														-\$200,000.00	
PREPARED/AUTHORIZED BY:						CONTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY _____ for CONTROLLER, ONR CONTRACT REVIEWED DATE: _____									

FINANCIAL ACCOUNTING DATA SHEET - NON-NAVY DoD ACTIVITIES

1. CONTRACT NUMBER (CRITICAL) N0001410C0246		2. SPIN (CRITICAL)		3. MOD (CRITICAL) P00014		4. PR NUMBER 13PR02250-01			
5. CLIN/SLIN	6. ACRN (CRITICAL)	7. ACCOUNTING CITATION				8. AMOUNT (CRITICAL)		NAVY INTERNAL USE ONLY REF DOCACRN	
		This page is intentionally blank							
PAGE TOTAL						\$. 00			
GRAND TOTAL						\$. 00			
PREPARED/AUTHORIZED BY:					COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY _____, for COMPTROLLER, ONR CONTRACT REVIEWED DATE: _____				
DATE:									

Contract Distribution Sheet

CR Number: 13PR02250-01
Contract Number: N0001410C0246
Specialist: MCNEILLY, MARISSA M ONR: BD251
Modification Number: P00014

Distribution Date: **FEB 19 2013**

Distributed By:

___ PCO, ONR Arlington (Original)

___ Contractor (Duplicate Original)

Short Contractor Code and Address:

PVSN
PANA VISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD STE 840
WOODLAND HILLS, CA 91367-2602 US

eda only

___ ACO

ACO MILSCAP Code and Address:

S0512A
DCMA LOS ANGELES-S0512A
P.O. BOX 9608
MISSION HILLS, CA 91346-9608 US

___ Payment Office

DODAAD Code and Address:

HQ0339
DFAS COLUMB WEST ENTL-HQ0339
PO BOX 182381
COLUMBUS, OH 43218-2381 US

___ ONR:

00CC

Program Officer: DUNCAN, DR. MICHAEL D., ONR Other

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		CONTRACT ID CODE D0-C9(U)		PAGE OF PAGES 1 3	
2. AMENDMENT/MODIFICATION NO. P00015	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REG. NO. 13PR02250-03 + 04 / NAVRIS # 1058584	5. PROJECT NO. (If applicable) N.A.		
6. ISSUED BY CODE	CODE N00014	7. ADMINISTERED BY (If other than Item 6) SCD-C		CODE S0512A	
OFFICE OF NAVAL RESEARCH ONR 251 KENESHA Y. HARGRAVE (703) 896-5345 E-mail: Kenesha.y.hargrave@navy.mil 875 North Randolph Street, Suite OLC 1279 Arlington VA 22203-1995		DCMA LOS ANGELES P.O. BOX 9608 MISSION HILLS, CA 91348-9608			
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) PANAVISION FEDERAL SYSTEMS, LLC 21300 VICTORY BLVD. SUITE 840 WOODLAND HILLS, CA 91367-2602		(F.)		9A. AMENDMENT OF SOLICITATION NO. N.A.	
CODE 326T5		FACILITY CODE		9B. DATED (SEE ITEM 11)	
				10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-10-C-0246	
				10B. DATED (SEE ITEM 13) 21 SEPTEMBER 2010	
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS					

☐ The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing Items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (if required)

SEE THE ATTACHED FINANCIAL ACCOUNTING DATA (FAD) SHEETS

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS

IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.

<input checked="" type="checkbox"/>	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
<input type="checkbox"/>	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<input type="checkbox"/>	C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION:
<input type="checkbox"/>	D. OTHER (Specify type of modification and authority) FAR 43.103(b) Bilateral Modification; FAR 52.232-22 Limitation of Funds
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return 1 copy to the issuing office.	

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to deobligate funds in the amount of \$200,000.00 under CLIN 0003 (ACRN AH) and incrementally fund CLIN 0003 (ACRN AJ) in the amount of \$200,000.00 under Contract Number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print) ALLEN SAUCK DIRECTOR OF FINANCE		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) VERA M. CARROLL CONTRACTING OFFICER	
15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign) SN 7540-01-152-8070 PREVIOUS EDITION UNUSABLE NAVCNR OVERPRINT (3-88)	15C. DATE SIGNED 15 FEB 2013	16B. DATE SIGNED 02/19/2013	16C. DATE SIGNED

30-105

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			CONTRACT ID CODE DO-C9(U)	PAGE OF PAGES 1 3
AMENDMENT/MODIFICATION NO. 00015	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REG. NO. 13PR02250-03 + 04 / NAVRIS # 1058584	5. PROJECT NO. (if applicable) N.A.	
ISSUED BY CODE	N00014	7. ADMINISTERED BY (if other than item 6) SCD-C	CODE	S0512A

OFFICE OF NAVAL RESEARCH
INR 251 KENESHA Y. HARGRAVE (703) 696-5345
E-mail: Kenesha.y.hargrave@navy.mil
75 North Randolph Street, Suite OLC 1279
Arlington VA 22203-1995

DCMA LOS ANGELES
P.O. BOX 9608
MISSION HILLS, CA 91345-9608

NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)		() 9A. AMENDMENT OF SOLICITATION NO. N.A.
ANAVISION FEDERAL SYSTEMS, LLC 1300 VICTORY BLVD. SUITE 840 WOODLAND HILLS, CA 91367-2602		() 9B. DATED (SEE ITEM 11)
CODE 26T5		(X) 10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-10-C-0246
FACILITY CODE		10B. DATED (SEE ITEM 13) 21 SEPTEMBER 2010

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

2. ACCOUNTING AND APPROPRIATION DATA (if required)

SEE THE ATTACHED FINANCIAL ACCOUNTING DATA (FAD) SHEETS

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.

() A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
(X) B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
() C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION:
() D. OTHER (Specify type of modification and authority) FAR 43.103(b) Bilateral Modification; FAR 52.232-22 Limitation of Funds

E. IMPORTANT: Contractor ☐ is not, ☒ is required to sign this document and return 1 copy to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to deobligate funds in the amount of \$200,000.00 under CLIN 0003 (ACRN AH) and incrementally fund CLIN 0003 (ACRN AJ) in the amount of \$200,000.00 under Contract Number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)	
15B. CONTRACTOR/OFFEROR		16B. UNITED STATES OF AMERICA	
15C. DATE SIGNED		16C. DATE SIGNED	
(Signature of person authorized to sign)		BY (Signature of Contracting Officer)	

SN 7540-01-152-8070
PREVIOUS EDITION UNUSABLE
NAVOCNR OVERPRINT (3-88)

30-105

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

Effective as of the date of this modification:

1. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	<p>BASE</p> <p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p>	(b)(4)	(b)(4)	\$646,054.00
	<p>000101 ACRN AA: (b)(4)</p> <p>000102 ACRN AB: (b)(4)</p> <p>000103 ACRN AC: (b)(4)</p>			
	Option I			
0002	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p>000201 ACRN AD: (b)(4)</p> <p>000202 ACRN AC: (b)(4)</p> <p>000203 ACRN AC: (b)(4)</p> <p>000204 ACRN AC: (b)(4)</p> <p>000205 ACRN AD: (b)(4)</p> <p>000206 ACRN AC: (b)(4)</p> <p>000207 ACRN AE: (b)(4)</p> <p>000208 ACRN AF: (b)(4)</p> <p>000209 ACRN AF: (b)(4)</p> <p>000210 ACRN AF: (b)(4)</p> <p>000211 ACRN AF: (b)(4)</p>	(b)(4)	(b)(4)	\$2,824,177.00
	Option II			
0003	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p>000301 ACRN AF: (b)(4)</p> <p>000302 ACRN AG: (b)(4)</p> <p>000303 ACRN AH: (b)(4)</p> <p>000304 ACRN AJ: (b)(4)</p> <p>000305 ACRN AJ: (b)(4)</p>	(b)(4)	(b)(4)	\$8,564,545.00

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
TOTAL ESTIMATED CONTRACT CONSIDERATION:		(b)(4)	(b)(4)	\$12,034,776.00

NSP = Not Separately Priced.

2. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$12,034,776.00; including an estimated cost of (b)(4) and a fixed fee of (b)(4).
- (b) CLINs 0001 and 0002 are fully funded.
- (c) It is hereby understood and agreed that CLIN 0003 will not exceed a total amount of \$8,564,545.00; including an estimated cost of (b)(4) and a fixed fee of (b)(4). The total amount presently available for payment and allotted to CLIN 0003 of this contract is \$4,011,769.00; including an estimated cost of (b)(4) and a fixed fee of (b)(4). It is estimated that the amount allotted of \$4,011,769.00 will cover the period from the date of award through fourteen (14) months thereafter.

3. All other terms and conditions of Contract Number N00014-10-C-0246 remains unchanged and in full force and effect.

FINANCIAL ACCOUNTING DATA SHEET – NON-NAVY DoD ACTIVITIES

1. CONTRACT NUMBER (CRITICAL) N0001410C0246		2. SPIN (CRITICAL)		3. MOD (CRITICAL) P00015		4. PR NUMBER 13PR02250-03			
5. CLIN/SLIN	6. ACRN (CRITICAL)	7. ACCOUNTING CITATION				8. AMOUNT (CRITICAL)		NAVY INTERNAL USE ONLY REF DOCIACRN	
		<p>This page is intentionally blank</p>							
PAGE TOTAL						\$.00			
GRAND TOTAL						\$.00			
PREPARED/AUTHORIZED BY: DATE:					COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED DATE:				

FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT NUMBER (CRITICAL) N0001410C0246		2. SPIN (CRITICAL)		3. MOD (CRITICAL) P00015		4. PR NUMBER 13PR02250-04									
CLIN/SLIN	5. LINE OF ACCOUNTING			D. OBJ CLA	E. PARM	F. RFM	G. SA	H. AAA (CRITICAL)	I. IT	J. PAA	K. COST CODE			7. AMOUNT (CRITICAL)	NAVY INTERNAL USE ONLY REF DOC/ACRN
	A. ACRN (CRITICAL)	B. APPROPRIATION (CRITICAL)	C. SUBHEAD (CRITICAL)								PROJ UNIT	MCC	PDLI & SUF		
	AN	1731319	W3F3	255	RA	313	0	068342	2D	000000	03346	000	MPH0	-\$200,000.00	PR#13PR02250-04 FRC:1MPH
PAGE TOTAL														-\$200,000.00	
GRAND TOTAL														-\$200,000.00	
PREPARED/AUTHORIZED BY:						COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED									
DATE:						DATE:									

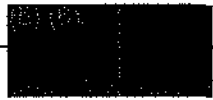
FINANCIAL ACCOUNTING DATA SHEET – NON-NAVY DoD ACTIVITIES

1. CONTRACT NUMBER (CRITICAL) N0001410C0246		2. SPIN (CRITICAL)		3. MOD (CRITICAL) P00015		4. PR NUMBER 13PR02250-04			
5. CLIN/SLN	6. ACRN (CRITICAL)	7. ACCOUNTING CITATION					8. AMOUNT (CRITICAL)	NAVY INTERNAL USE ONLY REF DOC/ACRN	
		<p>This page is intentionally blank</p>							
PAGE TOTAL							\$.00		
GRAND TOTAL							\$.00		
PREPARED/AUTHORIZED BY: DATE:					COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED DATE:				

Contract Distribution Sheet

CR Number: 13PR02250-03
Contract Number: N0001410C0246
Specialist: MCNEILLY, MARISSA M ONR: BD251
Modification Number: P00015

Distribution Date: **FEB 19 2013**

Distributed By: 

☐ PCO, ONR Arlington (Original)

☐ Contractor (Duplicate Original)

Short Contractor Code and Address:

PVSN
PANAVISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD STE 840
WOODLAND HILLS, CA 91367-2602 US

☐ ACO

ACO MILSCAP Code and Address:

S0512A
DCMA LOS ANGELES-S0512A
P.O. BOX 9608
MISSION HILLS, CA 91346-9608 US

☐ Payment Office

DODAAD Code and Address:

HQ0339
DFAS COLUMB WEST ENTL-HQ0339
PO BOX 182381
COLUMBUS, OH 43218-2381 US

☐ ONR:
00CC

Program Officer: DUNCAN, DR. MICHAEL D., ONR Other

eda only

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

CONTRACT ID CODE
DQ-C9(U)PAGE OF PAGES
1 3

AMENDMENT/MODIFICATION NO. 00016	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REG. NO. 13PR02250-06 / NAVRIS # 1058584	5. PROJECT NO. (if applicable) N.A.
ISSUED BY CODE	N00014	7. ADMINISTERED BY (if other than item 6) SCD-C	CODE S0512A

OFFICE OF NAVAL RESEARCH
INR 251 KENESHA Y. HARGRAVE (703) 696-5345
e-mail: Kenesha.y.hargrave@navy.mil
75 North Randolph Street, Suite OLC 1279
Arlington VA 22203-1995

DCMA LOS ANGELES
P.O. BOX 9608
MISSION HILLS, CA 91346-9608

NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)

ANAVISION FEDERAL SYSTEMS, LLC
1300 VICTORY BLVD. SUITE 840
WOODLAND HILLS, CA 91367-2602

ORIGINAL

<input checked="" type="checkbox"/> 9A. AMENDMENT OF SOLICITATION NO. N.A.
<input type="checkbox"/> 9B. DATED (SEE ITEM 11)
<input checked="" type="checkbox"/> 10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-10-C-0246
10B. DATED (SEE ITEM 13) 21 SEPTEMBER 2010

CODE
26T5

FACILITY CODE

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

2. ACCOUNTING AND APPROPRIATION DATA (if required)

SEE THE ATTACHED FINANCIAL ACCOUNTING DATA (FAD) SHEETS

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.

<input type="checkbox"/> A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
<input checked="" type="checkbox"/> B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<input type="checkbox"/> C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION:
<input type="checkbox"/> D. OTHER (Specify type of modification and authority) FAR 43.103(a) Unilateral Modification and FAR 52.232-22 Limitation of Funds

IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 2 copies to the issuing office.

4. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to provide an increment of funding in the amount of \$1,870,000.00 to Option II (CLIN 0003) under Contract Number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

5A. NAME AND TITLE OF SIGNER (Type or print)	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Kenesha Y. Hargrave CONTRACTING OFFICER		
5B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	15B. UNITED STATES OF AMERICA	16C. DATE SIGNED 5/28/2013
Signature of person authorized to sign		Signature of Contracting Officer	

IN 7540-01-152-8070

PREVIOUS EDITION UNUSABLE

JAVOCNR OVERPRINT (3-88)

30-105

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

Effective as of the date of this modification:

1. The funds cited on the attached Financial Accounting Data Sheet are hereby made available for the performance of this contract.
2. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(b) (4)	(b) (4)	\$646,054.00
	000101 ACRN AA: (b) (4) 000102 ACRN AB: (b) (4) 000103 ACRN AC: (b) (4)			
	Option I			
0002	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000201 ACRN AD: (b) (4) 000202 ACRN AC: (b) (4) 000203 ACRN AC: (b) (4) 000204 ACRN AC: (b) (4) 000205 ACRN AD: (b) (4) 000206 ACRN AC: (b) (4) 000207 ACRN AE: (b) (4) 000208 ACRN AF: (b) (4) 000209 ACRN AF: (b) (4) 000210 ACRN AF: (b) (4) 000211 ACRN AF: (b) (4)	(b) (4)	(b) (4)	\$2,824,177.00

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000301 ACRN AF: (b)(4) 000302 ACRN AG: (b)(4) 000303 ACRN AH: (b)(4) 000304 ACRN AJ: (b)(4) 000305 ACRN AJ: (b)(4) 000306 ACRN AH: (b)(4) 000307 ACRN AJ: (b)(4)	(b)(4)	(b)(4)	\$8,564,545.00
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
	TOTAL ESTIMATED CONTRACT CONSIDERATION:	(b)(4)	(b)(4)	\$12,034,776.00

NSP = Not Separately Priced.

3. Section G entitled "Contract Administration Data," subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$12,034,776.00; including an estimated cost of (b)(4) and a fixed fee of (b)(4).
- (b) CLINs 0001 and 0002 are fully funded.
- (c) It is hereby understood and agreed that CLIN 0003 will not exceed a total amount of \$8,564,545.00; including an estimated cost of (b)(4) and a fixed fee of (b)(4). The total amount presently available for payment and allotted to CLIN 0003 of this contract is \$5,881,769.00; including an estimated cost of (b)(4) and a fixed fee of (b)(4). It is estimated that the amount allotted of \$5,881,769.00 will cover the period from the date of award through twenty-one (21) months thereafter.

3. All other terms and conditions of Contract Number N00014-10-C-0246 remains unchanged and in full force and effect.

Contract Number: N00014-10-C-0246

Modification: P00016

FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT NUMBER (CRITICAL) N000141OC0246		2. SPIN (CRITICAL)		3. MOD (CRITICAL) P00016		4. PR NUMBER 13PR02250-06									
CUN/SLN	6. LINE OF ACCOUNTING												7. AMOUNT (CRITICAL)	NAVY INTERNAL USE ONLY REF DOC/ACRN	
	A. ACRN (CRITICAL)	B. APPROPRIATION (CRITICAL)	C. SUBHEAD (CRITICAL)	D. OBJ CLA	E. PARM	F. RFM	G. SA	H. AAA (CRITICAL)	I. IT	J. PAA	K. COST CODE				
											PROJ UNT	MCC			PDU & SUF
	AJ AH	1731319 1731319	W2F2 W3F3	255 255	RA RA	313 313	0 0	068342 068342	2D 2D	000000 000000	00000 03346	000 000	MP10 MPH0		PR#13PR02250-06 FRC:1MP1 PR#13PR02250-06 PRC:1MPH
												PAGE TOTAL	\$1,870,000.00		
												GRAND TOTAL	\$1,870,000.00		
PREPARED/AUTHORIZED BY:						COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED									
DATE:						DATE:									

FINANCIAL ACCOUNTING DATA SHEET – NON-NAVY DoD ACTIVITIES

1. CONTRACT NUMBER (CRITICAL) N0001410C0246		2. SPIN (CRITICAL)		3. MOD (CRITICAL) P00016		4. PR NUMBER 13PR02250-06			
5. CLIN/SLN	6. ACRN (CRITICAL)	7. ACCOUNTING CITATION				8. AMOUNT (CRITICAL)		NAVY INTERNAL USE ONLY REF DOC/ACRN	
		This page is intentionally blank							
PAGE TOTAL						\$. 00			
GRAND TOTAL						\$. 00			
PREPARED/AUTHORIZED BY: DATE:					COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED DATE:				

Contract Distribution Sheet

CR Number: 13PR02250-06
Contract Number: N0001410C0246
Specialist: MCNEILLY, MARISSA M ONR: BD251
Modification Number: P00016

Distribution Date: **MAY 29 2013**

Distributed By: 

___ PCO, ONR Arlington (Original)

___ Contractor (Duplicate Original)

Short Contractor Code and Address:

eda only

PVSN
PANAVISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD STE 840
WOODLAND HILLS, CA 91367-2602 US

___ ACO

ACO MILSCAP Code and Address:

S0512A
DCMA LOS ANGELES-S0512A
P.O. BOX 9608
MISSION HILLS, CA 91346-9608 US

___ Payment Office

DODAAD Code and Address:

HQ0339
DFAS COLUMB WEST ENTL-HQ0339
PO BOX 182381
COLUMBUS, OH 43218-2381 US

___ ONR:
00CC

Program Officer: DUNCAN, DR. MICHAEL D., ONR Other

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

CONTRACT ID CODE
D0-C9(U)PAGE OF PAGES
1 3

2. AMENDMENT/MODIFICATION NO. 00017	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REG. NO. 13PR02250-05 / NAVRIS # 1058584	5. PROJECT NO. (if applicable) N.A.
6. ISSUED BY CODE	N00014	7. ADMINISTERED BY (if other than item 6) SCD-C	CODE S0512A

OFFICE OF NAVAL RESEARCH
ONR 251 KENESHA Y. HARGRAVE (703) 696-5345
E-mail: Kenesha.y.hargrave@navy.mil
875 North Randolph Street, Suite OLC 1279
Arlington VA 22203-1995

DCMA LOS ANGELES
P.O. BOX 9608
MISSION HILLS, CA 91346-9608

3. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)

PANAVISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD. SUITE 840
WOODLAND HILLS, CA 91367-2802

ORIGINAL

CODE
326T5

FACILITY CODE

()	9A. AMENDMENT OF SOLICITATION NO. N.A.
()	9B. DATED (SEE ITEM 11)
(X)	10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-10-C-0246
	10B. DATED (SEE ITEM 13) 21 SEPTEMBER 2010

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (if required)

N/A

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.

()	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
()	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
()	C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION:
(X)	D. OTHER (Specify type of modification and authority) FAR 43.103(a) Unilateral Modification

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 9 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is insert Clause ONR 55252.242-9720 entitled "Contracting Officer's Representative" into Section G entitled "Contract Administration Data" at no additional cost to the Government under Contract Number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Kenesha Y. Hargrave CONTRACTING OFFICER		
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA [Redacted]	16C. DATE SIGNED 8/18/2013

Signature of person authorized to sign

SN 7540-01-152-8070

PREVIOUS EDITION UNUSABLE

NAVOCNR OVERPRINT (3-88)

30-105

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

Effective as of the date of this modification:

I. The following clause is hereby inserted into Section G, entitled "Contract Administration Data:"

ONR 55252.242-9720 CONTRACTING OFFICER'S REPRESENTATIVE (COR) (SEP 1996)

The COR for this contract is:

Name: Dr. Ravindra Athale

Code: 312

Mailing Address:

875 North Randolph Street – Suite 1121, Arlington, Virginia 22203

Telephone No:

(703) 588-1916

The Alternate COR for this contract is:

N/A

Name:

Code:

Mailing Address:

Telephone No:

The COR will act as the Contracting Officer's representative for technical matters, providing technical direction and discussion as necessary with respect to the specification or statement of work, and monitoring the progress and quality of contractor performance. The COR is not an Administrative Contracting Officer and does not have authority to take any action, either directly or indirectly, to change the pricing, quantity, quality, place of performance, delivery schedule, or any other terms and conditions of the contract (or delivery order), or to direct the accomplishment of effort which goes beyond the scope of the statement of work in the contract (or delivery order).

When, in the opinion of the contractor, the COR requests effort outside the existing scope of the contract (or delivery order), the contractor shall promptly notify the contracting officer (ordering officer) in writing. No action shall be taken by the contractor until the contracting officer (or ordering officer) has issued a modification to the contract (or delivery order) or has otherwise resolved the issue.

In the absence of the COR named above (due to reasons such as leave, illness, official travel), all responsibilities and functions assigned to the COR shall be the responsibility of the alternate COR acting on behalf of the COR.

2. Except as modified herein, all other terms and conditions of Contract Number N00014-10-C-0246 remains unchanged and in full force and effect.

CONTRACTING OFFICER'S REPRESENTATIVE
APPOINTMENT LETTER

DATE 8/14/2013

From: Kenesha Y. Hargrave
To: Dr. Ravindra Athale

Subj: Appointment as Contracting Officer's Representative
(COR)

Ref: (a) DFARS 201.602-2
(b) FAR 3.2
(c) ONRINST 4205

Pursuant to reference (a) you are hereby appointed as the Contracting Officer's Representative (COR) for the administration of the following contract/order:

Contract Number: N00014-10-C-0246

For: Modular Photonics Mast Housing

Name of Contractor: Panavision Federal Systems, 21300 Victory Blvd., Ste 840, Woodland Hills, CA 91367-2602

Contract Period of Performance: Base- Six (6) months; Option I- twenty four (24) months; and Option II-Thirty (30) months

1. As COR, you have the specific responsibilities detailed below.

a. Furnish the contractor technical direction and guidance in all aspects of the contract. You may formalize your guidance to the contractor in writing, provided that the written guidance does not affect price or duration of the contract and provided that this guidance contains both a signed acknowledgement from the contractor and the following statement:

"In accepting this technical direction and guidance, the contractor agrees that the price and all other terms and conditions of the contract remain unchanged."

2. As a COR you do not have the authority to direct the contractor how to perform but are empowered to provide guidance as to what of a technical nature is required. If you are unsure whether giving specific instructions falls within your purview, contact the Contracting Officer for guidance before giving instructions to the contractor.

3. During surveillance of contract performance, take care to ensure this contract does not become a personal services contract through your actions or the actions of other government personnel who may assist you in the performance of your duties.

This distinction between surveillance, which is proper and necessary, and supervision, which is illegal, is violated when surveillance becomes supervision and the contractor is told how to perform the contract. Supervision of the contractor must be scrupulously avoided.

4. COR duties include, but are not limited to:

a. Serving as the technical contact through which the contractor can relay his questions and problems of a technical nature to the Contracting Officer.

b. Monitoring the contractor's performance to ensure that inefficient and/or wasteful methods are not utilized and, if they are, alerting the Contracting Officer. Also, input evaluation reports into CPARS.

c. Reviewing and evaluating contractor estimates to perform work under the contract and advising the Contracting Officer accordingly.

d. Over-viewing contractor performance to determine if the percentage of work performed reasonably corresponds to the percentage of funds expended and alerting the Contracting Officer of any problems.

e. Reviewing contractor progress and financial reports and completing the certification of inspection and acceptance of services performed through the Wide Area Work Flow (WAWF) system at the end of the contract.

f. Alerting the Contracting Officer to any potential performance problems. If the performance schedule slips, determine the reasons and work with the Contracting Officer to

eliminate the problem. Monitor schedule recovery in accordance with the agreed-upon plan.

g. Furnishing the Contracting Officer with contractor requests for changes, deviations, or waivers, including any supporting analysis and other required documentation.

5. Notwithstanding the duties listed above, CORs do not possess the authority of a Contracting Officer, and therefore must not alter the terms and conditions of the basic contract.

6. Relationships between contractors and CORs must be beyond reproach. Therefore, strict compliance with DoD Directive 5500.7 regarding standards of conduct and conflict of interest is required. If you are not familiar with these instructions, please read them as soon as possible. If you need copies, please contact ONR BD00CC, Corporate Counsel.

7. This appointment is effective through the life of the contract, unless you are otherwise relieved

8. COR authority may not be redelegated. However, an "Alternate COR" (ACOR) may be nominated and appointed by the PCO to act only in the absence of the primary COR. The nomination and appointment criteria and procedures for the ACOR are the same as those for the COR.

0716


Dr. Ravindra Athale

8/14/13
Date

Note: Please sign one copy of this memorandum in the space provided below, and return to the Contracting Officer/Contract Specialist, who will upload it into the CORT Tool.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

CONTRACT ID CODE
D0-C9(U)PAGE OF PAGES
1 4

2. AMENDMENT/MODIFICATION NO. N00018	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REG. NO. 14PR01250-00 / NAVRIS # 1058584	5. PROJECT NO. (if applicable) N.A.
6. ISSUED BY CODE	N00014	7. ADMINISTERED BY (if other than item 6) SCD-C	CODE S0512A

OFFICE OF NAVAL RESEARCH
ONR 252 Andrew Gordon (703) 696-5356
E-mail: andrew.c.gordon.ctr@navy.mil
375 North Randolph Street, Suite OLC 1279
Arlington VA 22203-1995

DCMA LOS ANGELES
P.O. BOX 9608
MISSION HILLS, CA 91346-9608

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)

PANAVISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD. SUITE 840
WOODLAND HILLS, CA 91367-2602

ORIGINAL

CODE
326T5

FACILITY CODE

☒ 9A. AMENDMENT OF SOLICITATION NO.
N.A.☐ 9B. DATED (SEE ITEM 11)☒ 10A. MODIFICATION OF CONTRACT/ORDER
NO.

N00014-10-C-0246

10B. DATED (SEE ITEM 13)

21 SEPTEMBER 2010

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (if required)

SEE THE ATTACHED FINANCIAL ACCOUNTING DATA (FAD) SHEETS

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.☒ A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.☒ B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).☐ C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION:☐ D. OTHER (Specify type of modification and authority)

FAR 43.103(a) Unilateral Modification and FAR 52.232-22 "Limitation of Funds"

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 9 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to provide an increment of funding in the amount of \$1,091,383.00 to CLIN 0003 under Contract Number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)	15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) LYNNETTE A. DESORCIE CONTRACTING OFFICER	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED 15 Nov 13
(Signature of person authorized to sign)		(Signature of Contracting Officer)		30-105	

SN 7540-01-152-8070
PREVIOUS EDITION UNUSABLE
NAVCNOR OVERPRINT (3-88)

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

Effective as of the date of this modification:

1. The funds cited on the attached Financial Accounting Data Sheet are hereby made available for the performance of this contract.
2. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	<p style="text-align: center;">BASE</p> <p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p>	(b)(4)	(b)(4)	\$646,054.00
	000101 ACRN AA: (b)(4) 000102 ACRN AB: (b)(4) 000103 ACRN AC: (b)(4)			
	Option I			
0002	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p>000201 ACRN AD: (b)(4) 000202 ACRN AC: (b)(4) 000203 ACRN AC: (b)(4) 000204 ACRN AC: (b)(4) 000205 ACRN AD: (b)(4) 000206 ACRN AC: (b)(4) 000207 ACRN AE: (b)(4) 000208 ACRN AF: (b)(4) 000209 ACRN AF: (b)(4) 000210 ACRN AF: (b)(4) 000211 ACRN AF: (b)(4)</p>	(b)(4)	(b)(4)	\$2,824,177.00

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000301 ACRN AF: (b)(4) 000302 ACRN AG: (b)(4) 000303 ACRN AH: (b)(4) 000304 ACRN AJ: (b)(4) 000305 ACRN AJ: (b)(4) 000306 ACRN AH: (b)(4) 000307 ACRN AJ: (b)(4) 000308 ACRN AK: (b)(4) 000309 ACRN AL: (b)(4) Total Funding: (b)(4)	(b)(4)	(b)(4)	\$8,564,545.00
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
	TOTAL ESTIMATED CONTRACT CONSIDERATION:	(b)(4)	(b)(4)	\$12,034,776.00

NSP = Not Separately Priced.

3. Section G – “Contract Administration Data” – Paragraph 1.3, entitled “Allotment of Funds,” is hereby revised as follows (changes in **bold**):

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$12,034,776.00; including an estimated cost of (b)(4) and a fixed fee of (b)(4).
- (b) CLINs 0001 and 0002 are fully funded.
- (c) It is hereby understood and agreed that CLIN 0003 will not exceed a total amount of \$8,564,545.00; including an estimated cost of (b)(4) and a fixed fee of (b)(4). The total amount presently available for payment and allotted to CLIN 0003 of this contract is \$6,973,152.00; including an estimated cost of (b)(4) and a fixed fee of (b)(4). It is estimated that the amount allotted of \$6,973,152.00 will cover the period from the date of award through **twenty-four (24) months** thereafter.

4. Except as modified herein, all other terms and conditions remain unchanged and in full force and effect.

FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT NUMBER (CRITICAL) N0001410C0246		2. SPIN (CRITICAL)		3. MOD (CRITICAL) P00018		4. PR NUMBER 14PR01250-00									
CLIN/SUN	6. LINE OF ACCOUNTING												7. AMOUNT (CRITICAL)	NAVY INTERNAL USE ONLY REF DOC/ACRN	
	A. ACRN (CRITICAL)	B. APPROPRIATION (CRITICAL)	C. SUBHEAD (CRITICAL)	D. OBJ CLA	E. PARM	F. RFM	G. SA	H. AAA (CRITICAL)	I. JT	J. PAA	K. COST CODE				
											PROJ UNIT	MCC			POLI & SUF
	AK AL	1741319 1741319	W2F2 W3F3	255 255	RA RA	313 313	0 0	068342 068342	2D 2D	000000 000000	00000 03346	000 000	MP10 MPH0		PR#14PR01250-00 FRC:1MPI PR#14PR01250-00 FRC:1MPH
PAGE TOTAL													\$1,091,383.00		
GRAND TOTAL													\$1,091,383.00		
PREPARED/AUTHORIZED BY:						COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED									
DATE:						DATE:									

FINANCIAL ACCOUNTING DATA SHEET – NON-NAVY DoD ACTIVITIES

1. CONTRACT NUMBER (CRITICAL) N0001410C0246		2. SPIIN (CRITICAL)		3. MOD (CRITICAL) P00018		4. PR NUMBER 14PR01250-00			
5. CLIN/SUN	6. ACRN (CRITICAL)	7. ACCOUNTING CITATION				8. AMOUNT (CRITICAL)		NAVY INTERNAL USE ONLY REF DOCIACRN	
		This page is intentionally blank							
PAGE TOTAL						\$.00			
GRAND TOTAL						\$.00			
PREPARED/AUTHORIZED BY: DATE:					COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED DATE:				

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

CONTRACT ID CODE
D0-C9(U)PAGE OF PAGES
1 4

2. AMENDMENT/MODIFICATION NO. P00019	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REG. NO. 14PR01250-01 / NAVRIS # 1058584	5. PROJECT NO. (if applicable) N.A.
5. ISSUED BY CODE N00014	7. ADMINISTERED BY (if other than item 6) SCD-C		CODE S0512A
OFFICE OF NAVAL RESEARCH ONR 252 Caitlin O'Neill (703) 696-0802 E-mail: caitlin.o'neill.ctr@navy.mil 375 North Randolph Street, Suite OLC 1279 Arlington VA 22203-1995		DCMA LOS ANGELES P.O. BOX 9608 MISSION HILLS, CA 91346-9608	

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) PANAVISION FEDERAL SYSTEMS, LLC 21300 VICTORY BLVD. SUITE 840 WOODLAND HILLS, CA 91367-2602		<input checked="" type="checkbox"/> 9A. AMENDMENT OF SOLICITATION NO. N.A. <input type="checkbox"/> 9B. DATED (SEE ITEM 11) <input checked="" type="checkbox"/> 10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-10-C-0246 10B. DATED (SEE ITEM 13) 21 SEPTEMBER 2010
CODE 326T5	FACILITY CODE	

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (if required)

SEE THE ATTACHED FINANCIAL ACCOUNTING DATA (FAD) SHEETS

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.

<input checked="" type="checkbox"/> A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
<input type="checkbox"/> B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<input type="checkbox"/> C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION:
<input checked="" type="checkbox"/> D. OTHER (Specify type of modification and authority) FAR 43.103(b) Unilateral Modification and FAR 52.232-22 "Limitation of Funds"

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 2 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to provide an increment of funding in the amount of \$295,701.00 to CLIN 0003 under Contract Number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print) 15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign) SN 7540-01-152-8070 PREVIOUS EDITION UNUSABLE NAVOONR OVERPRINT (3-88)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Rebecca Foster 16B. UNITED STATES OF AMERICA (Signature of Contracting Officer) 30-105		16C. DATE SIGNED 19 Dec 2013
--	--	---	--	-------------------------------------

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

Effective as of the date of this modification:

1. The funds available for the performance of this contract are increased by the amount set forth in the attached Financial Accounting Data (FAD) Sheets.
2. Section B - "Supplies or Services and Prices/Cost" is revised as follows (changes in bold):

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	<p>BASE</p> <p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p>	(b)(4)	(b)(4)	\$646,054.00
	<p>000101 ACRN AA: (b)(4)</p> <p>000102 ACRN AB: (b)(4)</p> <p>000103 ACRN AC: (b)(4)</p>			
	Option I			
0002	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p>000201 ACRN AD: (b)(4)</p> <p>000202 ACRN AC: (b)(4)</p> <p>000203 ACRN AC: (b)(4)</p> <p>000204 ACRN AC: (b)(4)</p> <p>000205 ACRN AD: (b)(4)</p> <p>000206 ACRN AC: (b)(4)</p> <p>000207 ACRN AE: (b)(4)</p> <p>000208 ACRN AF: (b)(4)</p> <p>000209 ACRN AF: (b)(4)</p> <p>000210 ACRN AF: (b)(4)</p> <p>000211 ACRN AF: (b)(4)</p>	(b)(4)	(b)(4)	\$2,824,177.00

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000301 ACRN AF: (b)(4) 000302 ACRN AG: (b)(4) 000303 ACRN AH: (b)(4) 000304 ACRN AJ: (b)(4) 000305 ACRN AJ: (b)(4) 000306 ACRN AH: (b)(4) 000307 ACRN AJ: (b)(4) 000308 ACRN AK: (b)(4) 000309 ACRN AL: (b)(4) 000310 ACRN AL: (b)(4) Total Funding: (b)(4)	(b)(4)	(b)(4)	\$8,564,545.00
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
TOTAL ESTIMATED CONTRACT CONSIDERATION:		(b)(4)	(b)(4)	\$12,034,776.00

NSP = Not Separately Priced.

3. Section G – “Contract Administration Data” – Paragraph 1.3, entitled “Allotment of Funds,” is hereby revised as follows (changes in bold):

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$12,034,776.00; including an estimated cost of (b)(4) and a fixed fee of (b)(4).
- (b) CLINs 0001 and 0002 are fully funded.
- (c) It is hereby understood and agreed that CLIN 0003 will not exceed a total amount of \$8,564,545.00; including an estimated cost of (b)(4) and a fixed fee of (b)(4).
The total amount presently available for payment and allotted to CLIN 0003 of this contract

is \$7,268,853.00; including an estimated cost of [REDACTED] and a fixed fee of [REDACTED]. It is estimated that the amount allotted of \$7,268,853.00 will cover the period from the date of award through **twenty-five (25)** months thereafter.

4. Except as modified herein, all other terms and conditions remain unchanged and in full force and effect.

FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT NUMBER (CRITICAL) N0001410C0246		2. SPIN (CRITICAL)		3. MOD (CRITICAL) P00019		4. PR NUMBER 14PR01250-01									
CLIN/SUN	6. LINE OF ACCOUNTING												7. AMOUNT (CRITICAL)	NAVY INTERNAL USE ONLY REF DOC/ACRN	
	A. ACRN (CRITICAL)	B. APPROPRIATION (CRITICAL)	C. SUBHEAD (CRITICAL)	D. OBJ CLA	E. PARM	F. RFM	G. SA	H. AAA (CRITICAL)	I. IT	J. PAA	K. COST CODE				
											PROJ UNIT	MCC			POL & SUF
	AL	1741319	W3F3	255	RA	313	0	068342	2D	000000	03346	000	MPH0	\$295,701.00	PR#14PR01250-01 FRC:1MPH
PAGE TOTAL														\$295,701.00	
GRAND TOTAL														\$295,701.00	
PREPARED/AUTHORIZED BY:						COMPTROLLER APPROVAL:									
DATE:						FOR FISCAL DATA AND SIGNATURE									
						BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED									

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

CONTRACT ID CODE
D0-C9(U)PAGE OF PAGES
1 4

2. AMENDMENT/MODIFICATION NO. P00020	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REG. NO. 14PR01250-02 / 1058584	5. PROJECT NO. (if applicable) N.A.
6. ISSUED BY CODE	N00014	7. ADMINISTERED BY (if other than item 6) SCD-C	CODE S0512A

OFFICE OF NAVAL RESEARCH
ONR 252 Caitlin O'Neill (703) 696-0802
E-mail: caitlin.o'neill.ctr@navy.mil
875 North Randolph Street, Suite OLC 1279
Arlington VA 22203-1995

DCMA LOS ANGELES
P.O. BOX 9608
MISSION HILLS, CA 91346-9608

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)

PANAVISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD. SUITE 840
WOODLAND HILLS, CA 91367-2602

(✓)

9.A. AMENDMENT OF SOLICITATION NO.
N.A.

□

9B. DATED (SEE ITEM 11)

X

10A. MODIFICATION OF CONTRACT/ORDER
NO.

N00014-10-C-0246

10B. DATED (SEE ITEM 13)

21 SEPTEMBER 2010

CODE
326T5

FACILITY CODE

ORIGINAL

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (if required)

SEE THE ATTACHED FINANCIAL ACCOUNTING DATA (FAD) SHEETS

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.

(✓) A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.

□

□ B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).

□

□ C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION:

X

D. OTHER (Specify type of modification and authority)
FAR 43.103(b) Unilateral Modification and FAR 52.232-22 "Limitation of Funds"

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to provide an increment of funding in the amount of \$439,617.00 to CLIN 0003 under Contract Number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Sarah J. Lewellen Contracting Officer		
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED 2/19/14
(Signature of person authorized to sign)		(Signature of Contracting Officer)	

SN 7540-01-152-8070
PREVIOUS EDITION UNUSABLE
NAVOCNR OVERPRINT (3-88)

30-105

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

Effective as of the date of this modification:

1. The funds available for the performance of this contract are increased by the amount set forth in the attached Financial Accounting Data (FAD) Sheets.
2. Section B - "Supplies or Services and Prices/Cost" is revised as follows (changes in bold):

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	<p>BASE</p> <p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p>	(b) (4)	(b) (4)	\$646,054.00
	<p>000101 ACRN AA: (b) (4)</p> <p>000102 ACRN AB: (b) (4)</p> <p>000103 ACRN AC: (b) (4)</p>			
	Option I			
0002	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p>000201 ACRN AD: (b) (4)</p> <p>000202 ACRN AC: (b) (4)</p> <p>000203 ACRN AC: (b) (4)</p> <p>000204 ACRN AC: (b) (4)</p> <p>000205 ACRN AD: (b) (4)</p> <p>000206 ACRN AC: (b) (4)</p> <p>000207 ACRN AE: (b) (4)</p> <p>000208 ACRN AF: (b) (4)</p> <p>000209 ACRN AF: (b) (4)</p> <p>000210 ACRN AF: (b) (4)</p> <p>000211 ACRN AF: (b) (4)</p>	(b) (4)	(b) (4)	\$2,824,177.00

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000301 ACRN AF: (b)(4) 000302 ACRN AG: (b)(4) 000303 ACRN AH: (b)(4) 000304 ACRN AJ: (b)(4) 000305 ACRN AJ: (b)(4) 000306 ACRN AH: (b)(4) 000307 ACRN AJ: (b)(4) 000308 ACRN AK: (b)(4) 000309 ACRN AL: (b)(4) 000310 ACRN AL: (b)(4) 000311 ACRN AL: (b)(4) 000312 ACRN AM: (b)(4) Total Funding: (b)(4)	(b)(4)	(b)(4)	\$8,564,545.00
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
	TOTAL ESTIMATED CONTRACT CONSIDERATION:	(b)(4)	(b)(4)	\$12,034,776.00

NSP = Not Separately Priced.

3. Section G – “Contract Administration Data” – Paragraph 1.3, entitled “Allotment of Funds,” is hereby revised as follows (changes in **bold**):

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$12,034,776.00; including an estimated cost of (b)(4) and a fixed fee of (b)(4).
- (b) CLINs 0001 and 0002 are fully funded.

(c) It is hereby understood and agreed that CLIN 0003 will not exceed a total amount of \$8,564,545.00; including an estimated cost of [REDACTED] and a fixed fee of [REDACTED]. The total amount presently available for payment and allotted to CLIN 0003 of this contract is \$7,708,470.00; including an estimated cost of [REDACTED] and a fixed fee of [REDACTED]. It is estimated that the amount allotted of \$7,708,470.00 will cover the period from the date of award through twenty-seven (27) months thereafter.

4. Except as modified herein, all other terms and conditions remain unchanged and in full force and effect.

FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT NUMBER (CRITICAL) N0001410C0246		2. SPIN (CRITICAL)		3. MOD (CRITICAL) P00020		4. PR NUMBER 14PR01250-02									
CLIN/SUN	6. LINE OF ACCOUNTING										7. AMOUNT (CRITICAL)	NAVY INTERNAL USE ONLY REF DOC/ACRN			
	A. ACRN (CRITICAL)	B. APPROPRIATION (CRITICAL)	C. SUBHEAD (CRITICAL)	D. OBJ CLA	E. PARM	F. RFM	G. SA	H. AAA (CRITICAL)	I. IT	J. PAA			K. COST CODE		
													PROJ UNIT	MCC	POLI & SUF
	AL AM	1741319 1741319	W3F3 W3F3	255 255	RA RA	313 313	0 0	068342 068342	2D 2D	000000 000000	03346 03346	000 000	MPH0 HSS0		PR#14PR01250-02 FRC:1MPH PR#14PR01250-02 FRC:1HSS
											PAGE TOTAL	\$439,617.00			
											GRAND TOTAL	\$439,617.00			
PREPARED/AUTHORIZED BY:						COMPTROLLER APPROVAL:									
DATE:						FOR FISCAL DATA AND SIGNATURE BY _____						for COMPTROLLER, ONR CONTRACT REVIEWED			
														DATE:	

FINANCIAL ACCOUNTING DATA SHEET – NON-NAVY DoD ACTIVITIES

1. CONTRACT NUMBER (CRITICAL) N0001410C0246		2. SPIN (CRITICAL)	3. MOD (CRITICAL) P00020	4. PR NUMBER 14PR01250-02		
5. CLIN/SUN	6. ACRN (CRITICAL)	7. ACCOUNTING CITATION			8. AMOUNT (CRITICAL)	NAVY INTERNAL USE ONLY REF DOC/ACRN
		This page is intentionally blank				
PAGE TOTAL					\$.00	
GRAND TOTAL					\$.00	
PREPARED/AUTHORIZED BY: DATE:				COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED DATE: _____		

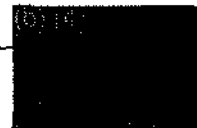
Contract Distribution Sheet

CR Number: 14PR01250-02
Contract Number: N0001410C0246
Specialist: O'NEILL, CAITLIN ONR: BD252
Modification Number: P00020

Distribution Date:

FEB 19 2014

Distributed By:



___ PCO, ONR Arlington (Original)

___ Contractor (Duplicate Original)

Short Contractor Code and Address:

PVSN
PANA VISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD STE 840
WOODLAND HILLS, CA 91367-2602 US

eda
only

___ ACO

ACO MILSCAP Code and Address:

S0512A
DCMA LOS ANGELES-S0512A
P.O. BOX 9608
MISSION HILLS, CA 91346-9608 US

___ Payment Office

DODAAD Code and Address:

HQ0339
DFAS COLUMB WEST ENTL-HQ0339
PO BOX 182381
COLUMBUS, OH 43218-2381 US

___ ONR:

00CC

Program Officer: ATHALE, DR. RAVINDRA ANANT, ONR Other

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

CONTRACT ID CODE
D0-C9(U)PAGE OF PAGES
1 4

2. AMENDMENT/MODIFICATION NO. P00021	3. EFFECTIVE DATE SEE BLOCK 16C N00014	4. REQUISITION/PURCHASE REG. NO. 14PR01250-03.04 / 1058584	5. PROJECT NO. (if applicable) N.A.
6. ISSUED BY CODE	7. ADMINISTERED BY (if other than item 6) SCD-C		CODE S0512A

OFFICE OF NAVAL RESEARCH
ONR 252 Caitlin O'Neill (703) 696-0802
E-mail: caitlin.o'neill.ctr@navy.mil
375 North Randolph Street, Suite OLC 1279
Arlington VA 22203-1995

DCMA LOS ANGELES
P.O. BOX 9608
MISSION HILLS, CA 91346-9608

3. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)

PANAVISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD, SUITE 840
WOODLAND HILLS, CA 91367-2602

ORIGINAL

CODE
326T5

FACILITY CODE

<input checked="" type="checkbox"/>	9.A. AMENDMENT OF SOLICITATION NO. N.A.
<input type="checkbox"/>	9B. DATED (SEE ITEM 11)
<input checked="" type="checkbox"/>	10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-10-C-0246
	10B. DATED (SEE ITEM 13) 21 SEPTEMBER 2010

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (if required)

SEE THE ATTACHED FINANCIAL ACCOUNTING DATA (FAD) SHEETS

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS

IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.

<input checked="" type="checkbox"/>	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
<input type="checkbox"/>	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<input type="checkbox"/>	C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION:
<input checked="" type="checkbox"/>	D. OTHER (Specify type of modification and authority) FAR 43.103(b) Unilateral Modification and FAR 52.232-20 "Limitation of Cost"

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 9 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to provide an increment of funding in the amount of \$856,075.00 in order to fully fund CLIN 0003 under Contract Number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) HEATHER LAND, CONTRACTING OFFICER	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY [REDACTED]	16C. DATE SIGNED 28-MAR-2011
(Signature of person authorized to sign) SN 7540-01-152-8070 PREVIOUS EDITION UNUSABLE NAVOCNR OVERPRINT (3-88)		(Signature of Contracting Officer) 30-105	

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

Effective as of the date of this modification:

1. The funds available for the performance of this contract are increased by the amount set forth in the attached Financial Accounting Data (FAD) Sheets.
2. Section B - "Supplies or Services and Prices/Cost" is revised as follows (changes in bold):

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	<p>BASE</p> <p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p>	(b)(4)	(b)(4)	\$646,054.00
	<p>000101 ACRN AA: (b)(4)</p> <p>000102 ACRN AB: (b)(4)</p> <p>000103 ACRN AC: (b)(4)</p>			
	Option I			
0002	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p>000201 ACRN AD: (b)(4)</p> <p>000202 ACRN AC: (b)(4)</p> <p>000203 ACRN AC: (b)(4)</p> <p>000204 ACRN AC: (b)(4)</p> <p>000205 ACRN AD: (b)(4)</p> <p>000206 ACRN AC: (b)(4)</p> <p>000207 ACRN AE: (b)(4)</p> <p>000208 ACRN AF: (b)(4)</p> <p>000209 ACRN AF: (b)(4)</p> <p>000210 ACRN AF: (b)(4)</p> <p>000211 ACRN AF: (b)(4)</p>	(b)(4)	(b)(4)	\$2,824,177.00

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000301 ACRN AF: (b) (4) 000302 ACRN AG: (b) (4) 000303 ACRN AH: (b) (4) 000304 ACRN AJ: (b) (4) 000305 ACRN AJ: (b) (4) 000306 ACRN AH: (b) (4) 000307 ACRN AJ: (b) (4) 000308 ACRN AK: (b) (4) 000309 ACRN AL: (b) (4) 000310 ACRN AL: (b) (4) 000311 ACRN AL: (b) (4) 000312 ACRN AM: (b) (4) 000313 ACRN AL: (b) (4) 000314 ACRN AM: (b) (4) 000315 ACRN AM: (b) (4) 000316 ACRN AN: (b) (4) Total Funding: (b) (4)	(b) (4)	(b) (4)	\$8,564,545.00
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
TOTAL ESTIMATED CONTRACT CONSIDERATION:		(b) (4)	(b) (4)	\$12,034,776.00

NSP = Not Separately Priced.

3. Section G – “Contract Administration Data” – Paragraph 1.3, entitled “Allotment of Funds,” is hereby revised as follows (changes in bold):

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$12,034,776.00; including an estimated cost of (b) (4) and a fixed fee of (b) (4).

(b) CLINs 0001, 0002, and 0003 are hereby fully funded.

4. As a result of this modification, FAR Clause 52.232-22 "Limitation of Funds" is hereby revoked, and FAR Clause 52.232-20 "Limitation of Cost" is invoked.
5. Except as modified herein, all other terms and conditions remain unchanged and in full force and effect.

AWARD/CONTRACT		1. THIS CONTRACT IS A RATED ORDER UNDER DPAS (15 CFR 700)		RATING		PAGE OF PAGES 1 18	
2. CONTRACT (Proc. Inst. Ident.) NO. N00014-13-C-0375				3. EFFECTIVE DATE See Block 20C		4. REQUISITION/PURCHASE REQUEST/PROJECT NO. 13PR05172-00/13PR05172-01	
5. ISSUED BY Office of Naval Research Kenesha Y. Hargrave, BD 251 Email: kenesha.y.hargrave@navy.mil 875 North Randolph Street, W1275A Arlington, VA 22203-1995 Tel. 703-696-5345		CODE N00014		6. ADMINISTERED BY (If other than Item 5) DCMA LOS ANGELES P.O. BOX 9608 MISSION HILLS CA 91346-9608		CODE S0512A	
7. NAME AND ADDRESS OF CONTRACTOR (No., Street, City, Country, State and ZIP Code) PANAVISION FEDERAL SYSTEMS, LLC 9340 De Soto Ave Chatsworth CA 913114926				8. DELIVERY <input type="checkbox"/> FOB ORIGIN <input checked="" type="checkbox"/> OTHER (See below)			
				9. DISCOUNT FOR PROMPT PAYMENT			
				10. SUBMIT INVOICES (4 copies unless otherwise specified) TO THE ADDRESS SHOWN IN			
CODE 326T5 FACILITY CODE				ITEM			
11. SHIP TO MARK FOR Program Officer Dr. Ravindra Athale, Code 312 OLC 875 North Randolph St., Ste 1121 Arlington, VA 22203-1995		CODE N00014		12. PAYMENT WILL BE MADE BY DEAS COLUMB WEST ENTL-HQ0339 PO BOX 182381 COLUMBUS OH 43218-2381		CODE HQ0339	
13. AUTHORITY FOR USING OTHER THAN FULL AND OPEN COMPETITION <input type="checkbox"/> 10 U.S.C. 2304 (a) <input type="checkbox"/> 41 U.S.C. 253 (a) 1				14. ACCOUNTING AND APPROPRIATION DATA See Schedule			
15A. ITEM NO		15B. SUPPLIES/SERVICES		15C. QUANTITY		15D. UNIT	
						15E. UNIT PRICE	
						15F. AMOUNT	
Continued							
				15G. TOTAL AMOUNT OF CONTRACT		\$2,158,917.00	
16. TABLE OF CONTENTS							
PART I - THE SCHEDULE		PART II - CONTRACT CLAUSES		PART III - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACH.		PART IV - REPRESENTATIONS AND INSTRUCTIONS	
X	A	SOLICITATION/CONTRACT FORM	8-26	X	I	CONTRACT CLAUSES	8-14
X	B	SUPPLIES OR SERVICES AND PRICES/COSTS	8-26	X	J	LIST OF ATTACHMENTS	15
X	C	DESCRIPTIONS/SPCS/WORK STATEMENT	1	X	K	REPRESENTATIONS, CERTIFICATIONS AND OTHER STATEMENTS OF OFFERORS	15
X	D	PACKAGING AND MARKING	1	X	L	INSTRS, CONDS, AND NOTICES TO OFFERORS	
X	E	INSPECTION AND ACCEPTANCE	1	X	M	EVALUATION FACTORS FOR AWARD	
X	F	DELIVERIES OR PERFORMANCE	1-2				
X	G	CONTRACT ADMINISTRATION DATA	2-5				
X	H	SPECIAL CONTRACT REQUIREMENTS	5-6				
17. CONTRACTOR'S OFFICER WILL COMPLETE ITEM 17 (SEALED-BID OR NEGOTIATED PROCUREMENT) OR 18 (SEALED-BID PROCUREMENT) AS APPLICABLE							
17. <input checked="" type="checkbox"/> CONTRACTOR'S NEGOTIATED AGREEMENT (Contractor is required to sign this document and return 1 copies to issuing office.) Contractor agrees to furnish and deliver all items or perform all the services set forth or otherwise identified above and on any continuation sheets for the consideration stated herein. The rights and obligations of the parties to this contract shall be subject to and governed by the following documents: (a) this award/contract, (b) the solicitation, if any, and (c) such provisions, representations, certifications, and specifications, as are attached or incorporated by reference herein. (Attachments are listed herein.) NAME AND TITLE OF SIGNER (Type or print) CLIVE BUNDRON VP AND GEN MANAGER				18. <input type="checkbox"/> SEALED-BID AWARD (Contractor is not required to sign this document.) Your bid on Solicitation Number ONR00013-001A Including the additions or changes made by you which additions or changes are set forth in full above, is hereby accepted as to the items listed above and on any continuation sheets. This award consummates the contract which consists of the following documents: (a) the Government's solicitation and your bid, and (b) this award/contract. No further contract document is necessary. (Block 18 should be checked only when awarding a sealed-bid contract.) NAME OF CONTRACTING OFFICER Kenesha Y. Hargrave			
19. DATE SIGNED 7/22/2013		20. DATE SIGNED 9/11/2013		21. DATE SIGNED		22. DATE SIGNED	
(Signature of person authorized to sign)							

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Previous edition is NOT usable

STANDARD FORM 36 (Rev. 8-25-11)
Prescribed by GSA - FPMR (41 CFR) 101-11.6

ORIGINAL

AWARD/CONTRACT

1. THIS CONTRACT IS A RATED ORDER
UNDER DPAS (15 CFR 700)

RATING

PAGE OF PAGES

1 18

2. CONTRACT (Proc. Inst. Ident.) NO.

N00014-13-C-0375

3. EFFECTIVE DATE

See Block 20C

4. REQUISITION/PURCHASE REQUEST/PROJECT NO

13PR05172-00/13PR05172-01

5. ISSUED BY

CODE

N00014

6. ADMINISTERED BY (If other than Item 5)

CODE

S0512A

Office of Naval Research
Kenesha Y. Hargrave, BD 251
Email: kenesha.y.hargrave@navy.mil
875 North Randolph Street, W1275A
Arlington, VA 22203-1995
Tel. 703-696-5345

DCMA LOS ANGELES
P.O. BOX 9608
MISSION HILLS CA 91346-9608

7. NAME AND ADDRESS OF CONTRACTOR (No., Street, City, Country, State and ZIP Code)

PANAVISION FEDERAL SYSTEMS, LLC
9340 De Soto Ave
Chatsworth CA 913114926

8. DELIVERY

☐ FOB ORIGIN☒ OTHER (See below)

9. DISCOUNT FOR PROMPT PAYMENT

10. SUBMIT INVOICES
(4 copies unless otherwise specified)
TO THE ADDRESS SHOWN IN

ITEM

CODE 326T5

FACILITY CODE

11. SHIP TO/MARK FOR

CODE

N00014

12. PAYMENT WILL BE MADE BY

CODE

HQ0339

Program Officer
Dr. Ravindra Athale, Code 312
OLC 875 North Randolph St., Ste 1121
Arlington, VA 22203-1995

DFAS COLUMB WEST ENTL-HQ0339
PO BOX 182381
COLUMBUS OH 43218-2381

13. AUTHORITY FOR USING OTHER THAN FULL AND OPEN COMPETITION:

☐ 10 U.S.C. 2304 (c) ()☐ 41 U.S.C. 253 (c) ()

14. ACCOUNTING AND APPROPRIATION DATA

See Schedule

15A. ITEM NO

15B. SUPPLIES/SERVICES

15C. QUANTITY

15D. UNIT

15E. UNIT PRICE

15F. AMOUNT

Continued

15G. TOTAL AMOUNT OF CONTRACT

\$2,158,917.00

16. TABLE OF CONTENTS

(X)	SEC.	DESCRIPTION	PAGE(S)	(X)	SEC.	DESCRIPTION	PAGE(S)
PART I - THE SCHEDULE				PART II - CONTRACT CLAUSES			
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X	F	DELIVERIES OR PERFORMANCE	1-2	L. INSTRS., CONDS., AND NOTICES TO OFFERORS			
X	G	CONTRACT ADMINISTRATION DATA	2-5	M. EVALUATION FACTORS FOR AWARD			
X	H	SPECIAL CONTRACT REQUIREMENTS	5-8				

CONTRACTING OFFICER WILL COMPLETE ITEM 17 (SEALED-BID OR NEGOTIATED PROCUREMENT) OR 18 (SEALED-BID PROCUREMENT) AS APPLICABLE

17. ☒ CONTRACTOR'S NEGOTIATED AGREEMENT (Contractor is required to sign this document and return 1 copies to issuing office.) Contractor agrees to

furnish and deliver all items or perform all the services set forth or otherwise identified above and on any continuation sheets for the consideration stated herein. The rights and obligations of the parties to this contract shall be subject to and governed by the following documents: (a) this award/contract, (b) the solicitation, if any, and (c) such provisions, representations, certifications, and specifications, as are attached or incorporated by reference herein. (Attachments are listed herein.)

19A. NAME AND TITLE OF SIGNER (Type or print)

18. ☐ SEALED-BID AWARD (Contractor is not required to sign this document.) Your bid on Solicitation Number

ONRBAA13-001A

including the additions or changes made by you which additions or changes are set forth in full above, is hereby accepted as to the items listed above and on any continuation sheets. This award consummates the contract which consists of the following documents: (a) the Government's solicitation and your bid, and (b) this award/contract. No further contractual document is necessary. (Block 18 should be checked only when awarding a sealed-bid contract.)

20A. NAME OF CONTRACTING OFFICER

Kenesha Y. Hargrave

19B. NAME OF CONTRACTOR

19C. DATE SIGNED

20B. UNITED STATES OF AMERICA

20C. DATE SIGNED

BY

(Signature of person authorized to sign)

BY

(Signature of the Contracting Officer)

09/11/2013

CONTINUATION SHEET	REFERENCE NO. OF DOCUMENT BEING CONTINUED M00014-13-C-G375	PAGE OF 2 18
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NAME OF OFFEROR OR CONTRACTOR
PANAVISION FEDERAL SYSTEMS, LLC

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
0001	NAVRIS / SDN Number: 1101052 FOB: Destination The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. Award Type: Cost-plus-fixed-fee Total Estimated Cost: [REDACTED] Fixed Fee: [REDACTED] Term Form Product/Service Code: AD92				2,158,917.00
000101	Funding Request ACRN: AA (Amt: [REDACTED]) ACRN: AA Funded: [REDACTED]				
000102	Funding Request ACRN: AA (Amt: [REDACTED]) ACRN: AB Funded: [REDACTED]				
000103	Funding Request ACRN: AB (Amt: [REDACTED]) ACRN: AC Funded: [REDACTED]				
0002	Affordable Modular Panoramic Photonics Mast (AMPPM) Demonstration Software (including the AMPPM software manual with source and object codes) (Not Separately Priced) Product/Service Code: AD92 Accounting Summary AA 1731319-W3F3-255-RA-313-0-068342-2D--03346-000-DM 30 [REDACTED] Continued ...				

AUTHORIZED FOR LOCAL REPRO

OPTIONAL FORM 306 (1-80)
Sponsored by GSA
FAN (48 CFR) 53.110

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED
N00014-13-C-0375PAGE OF
3 18

NAME OF OFFEROR OR CONTRACTOR

PANAVISION FEDERAL SYSTEMS, LLC

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	AB 1731319-W3F3-255-RA-313-0-068342-2D--03346-000-MP HO [REDACTED]				
	AC 1731319-W2F2-255-RA-313-0-068342-2D--00000-000-MP IO [REDACTED]				
	The obligated amount of award: [REDACTED]. The total for this award is shown in box 15G.				

AUTHORIZED FOR LOCAL REPLY

OPTIONAL FORM 346 (4-88)
Sponsored by GSA
FAR (48 CFR) 52.119

SECTION C - Description/Specifications

ONR 0073 Statement of Work for Research & Development (CPFF)

The research effort to be performed hereunder shall be subject to the requirements and standards contained in Exhibit A and the following paragraph(s).

The Contractor shall conduct the research effort under CLIN 0001 in accordance with Attachment Number 1, Statement of Work, entitled "Affordable Modular Panoramic Photonics Mast (AMPPM)", Sections 3.0 and 4.0.

SECTION D - Packaging and Marking

ONR 0009 Packaging & Marking

Preservation, packaging, packing and marking of all deliverable contract line items shall conform to normal commercial packing standards to assure safe delivery at destination.

ONR 5252.235-9714 Report Preparation

Scientific or technical reports prepared by the Contractor and deliverable under the terms of this contract will be prepared in accordance with format requirements contained in ANSI/NISO Z39.18-2005 (R2010), entitled, "Scientific and Technical Reports - Preparation, Presentation and Preservation".

[NOTE: All National Information Standards Organization (NISO) American National Standards are available as free, downloadable pdf(s) at <http://www.niso.org/standards/index.html>. NISO standards can also be purchased in hardcopy form from the NISO website by clicking on "Link to Buy". NISO is located at 3600 Clipper Mill Road, Suite 302, Baltimore, MD 21211. NISO can be reached by telephone at (301) 654-3600 or by fax at (410) 685-5278.

SECTION E - Inspection and Acceptance

ONR 0109 Award Inspection and Acceptance

Inspection and acceptance of the reports and/or other deliverables under this contract will be accomplished by the Program Officer designated in Section F of this contract, who shall have thirty (30) days after contractual delivery for acceptance.

SECTION F - Deliveries or Performance

ONR 0025 Distribution of Invention Disclosures and Reports

The Contractor shall submit all invention disclosures and reports required by the Patent Rights clause of this contract to the Administrative Contracting Officer.

ONR 0055 Period of Performance-Contracts

The research effort performed under CLIN(s) 0001 shall be conducted from date of contract award through

thirty-six (36) months thereafter.

ONR 0055 Period of Performance- Contracts- Continued*

CLIN 0002 shall be delivered FOB Destination thirty (30) days after the end date of CLIN 0001 to the Program Officer listed below. The contractor shall provide the Affordable Modular Panoramic Photonics Mast (AMPPM) Demonstration Software (including the AMPP software manual with object source codes).

ONR 0057 Place of Delivery

All reports and data shall be F.O.B. Destination in accordance with Enclosure Number 1 of Exhibit A. The address for the cognizant Program Officer is as follows:

Program Officer
Office of Naval Research
875 North Randolph St
Attn: Dr. Ravindra Athale, Suite 1121
Code: 312
Email Address: ravindra.athale@navy.mil
Arlington, VA 22203-1995
Ref: Contract N00014-13-C-0375

SECTION G - Contract Administration Data

DFAR 252.232-7006 Wide Area WorkFlow Payment Instructions. (JUN 2012)

(a) *Definitions.* As used in this clause-

"Department of Defense Activity Address Code (DoDAAC)" is a six position code that uniquely identifies a unit, activity, or organization.

"Document type" means the type of payment request or receiving report available for creation in Wide Area WorkFlow (WAWF).

"Local processing office (LPO)" is the office responsible for payment certification when payment certification is done external to the entitlement system.

(b) *Electronic invoicing.* The WAWF system is the method to electronically process vendor payment requests and receiving reports, as authorized by DFARS 252.232-7003, Electronic Submission of Payment Requests and Receiving Reports.

(c) *WAWF access.* To access WAWF, the Contractor shall-

(1) Have a designated electronic business point of contact in the Central Contractor Registration at <https://www.acquisition.gov>; and

(2) Be registered to use WAWF at <https://wawf.eb.mil/> following the step-by-step procedures for self-registration available at this web site.

(d) *WAWF training.* The Contractor should follow the training instructions of the WAWF Web-Based Training Course and use the Practice Training Site before submitting payment requests through WAWF. Both can be accessed by selecting the "Web Based Training" link on the WAWF home page at <https://wawf.eb.mil/>

(e) *WAWF methods of document submission.* Document submissions may be via web entry, Electronic

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Data Interchange, or File Transfer Protocol.

(f) *WAWF payment instructions.* The Contractor must use the following information when submitting payment requests and receiving reports in WAWF for this contract/order:

(1) *Document type.* The Contractor shall use the following document type(s).

Cost Voucher

(Contracting Officer: Insert applicable document type(s).)

Note: If a "Combo" document type is identified but not supportable by the Contractor's business systems, an "Invoice" (stand-alone) and "Receiving Report" (stand-alone) document type may be used instead.)

(2) *Inspection/acceptance location.* The Contractor shall select the following inspection/acceptance location(s) in WAWF, as specified by the contracting officer.

Destination/Destination

(Contracting Officer: Insert inspection and acceptance locations or "Not applicable.")

(3) *Document routing.* The Contractor shall use the information in the Routing Data Table below only to fill in applicable fields in WAWF when creating payment requests and receiving reports in the system.

Routing Data Table*

<i>Field Name in WAWF</i>	<i>Data to be entered in WAWF</i>
Pay Official DoDAAC	HQ0339
Issue By DoDAAC	N00014
Admin DoDAAC	S0512A
Inspect By DoDAAC	N/A
Ship To Code	N/A
Ship From Code	N/A
Mark For Code	N/A
Service Approver (DoDAAC)	S0512A
Service Acceptor (DoDAAC)	N/A
Accept at Other DoDAAC	N/A
LPO DoDAAC	HQ0339
DCAA Auditor DoDAAC	HAA619
Other DoDAAC(s)	HAA724 and HAA05C

(4) *Payment request and supporting documentation.* The Contractor shall ensure a payment request includes appropriate contract line item and subline item descriptions of the work performed or supplies delivered, unit price/cost per unit, fee (if applicable), and all relevant back-up documentation, as defined in DFARS Appendix F, (e.g. timesheets) in support of each payment request.

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(5) *WAWF email notifications.* The Contractor shall enter the e-mail address identified below in the "Send Additional Email Notifications" field of WAWF once a document is submitted in the system.

N/A

(g) *WAWF point of contact.*

(1) The Contractor may obtain clarification regarding invoicing in WAWF from the following contracting activity's WAWF point of contact.

For clarification regarding invoicing contact: Navy WAWF Help Line: 1-800-756-4571 (Option 6). For Payment Issues Only contact: onr_21@navy.mil.

(2) For technical WAWF help, contact the WAWF helpdesk at 866-618-5988.

(End of clause)

PGI 252.204-0009 PGI: Contract-wide: by Fiscal Year*

These instructions are provided for the Contract Payment Office (DFAS Columbus) only, and are not contractor instructions.

The contracting officer intends the funds to be liquidated in fiscal year order.

This applies to CLIN(s) and/or SLIN(s) 0001 and 000101AA.

ONR 0019 Payment of Allowable Costs & Fixed Fee

As consideration for the proper performance of the work and services required under this contract, the Contractor shall be paid as follows:

(a) Costs, as provided for under the contract clause entitled "Allowable Cost and Payment", not to exceed the amount set forth as "Estimated Cost" in Section B, subject to the contract clause entitled "Limitation of Cost" or "Limitation of Funds", whichever is applicable.

(b) A fixed fee, in the amount set forth as 'Fixed Fee' in Section B, in accordance with the contract clause FAR 52.216-8 "Fixed Fee", shall be paid upon completion of the work and services required under this contract and upon final acceptance by the Contracting Officer. However, the Contractor, may bill on each voucher the amount of the fee bearing the same percentage to the total fixed fee as the amount of cost billed bears to the total estimated cost not to exceed the amount set forth as "Fixed Fee" in Section B. The total fixed fee billed, shall not exceed the total fixed fee specified in Section B and is subject to the contract clause entitled "Limitation of Cost" or "Limitation of Funds" whichever applies.

(c) In accordance with FAR 52.216-8, "Fixed Fee", the Administrative Contracting Officer (ACO), in order to protect the Government's interest, shall withhold 10% of the fixed fee amount set forth in Section B or until a reserve is set aside in the amount of \$100,000.00, whichever is less. The fixed fee withhold should be applied to each voucher. The ACO shall release the withhold in accordance with the provisions of FAR 52.216-8.

ONR 0058 Allotment of Funds

It is hereby understood and agreed that this contract will not exceed a total amount of \$2,158,917.00;

including an estimated cost of (b)(4) and a fixed fee of (b)(4). (b) CLIN 0001 will not

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exceed a total amount of \$ 2,158,917.00; including an estimated cost of \$ (b) (4) and a fixed fee of (b) (4). The total amount presently available for payment and allotted to CLIN 0001 of this contract is (b) (4); including an estimated cost of \$ (b) (4) and a fixed fee of (b) (4). It is estimated that the amount allotted of (b) (4) will cover the period from date of award through four (4) months

ONR 0076 Contract Administration Delegation

In accordance with FAR 42.202, the contracting officer delegates all contract administration functions listed in FAR 42.302(a).

The Contractor is advised to direct all inquiries concerning administration of this contract to the Administrative Contracting Officer designated in Block 6 of the Standard Form 26 of this contract.

ONR 0108 Procuring Office Representatives

In order to expedite administration of this contract, the Administrative Contracting Officer should direct inquiries to the appropriate office listed below. Please do not direct routine inquiries to the person listed in Item 20A on Standard Form 26.

Contract Negotiator -- Kenesha Y. Hargrave, W1275A, BD0251, (703) 696-5345, 426-5345, and Email address: kenesha.y.hargrave@navy.mil

(If initial response to contract negotiator's email goes unanswered after 3 business days or the contractor knows the previous negotiator has left ONR, forward message to N/A.)

Inspection and Acceptance -- Dr. Ravindra Athale, W1121, Code312, (703) 696-0113, 426-0113, and Email Address: ravindra.athale@navy.mil

Security Matters -- Ms. Diana Pacheco, ONR 43, (703) 696 8177, DSN 426 8177, E-Mail Address: diana.pacheco@navy.mil

Patent Matters -- Mr. John Forrest, ONR 00CC, (703) 696-4000, DSN 426-4000, E-Mail Address john.forrest@navy.mil

The Administrative Contracting Officer will forward invention disclosures and reports directly to Corporate Counsel (Code 00CC), Office of Naval Research, Department of the Navy, 875 North Randolph St. Arlington, VA 22203-1995. The Corporate Counsel will return the reports along with a recommendation to the Administrative Contracting Officer. The Corporate Counsel will represent the Contracting Officer with regard to invention reporting matters arising under this contract.

ONR 0112 Type of Contract

This is a cost-plus-fixed-fee completion contract.

ONR 0132 Payment of Allowable Costs

As consideration for the proper performance of the work and services required under this contract, the Contractor shall be paid as follows:

Costs, as provided for under the contract clause entitled "Allowable Cost and Payment," shall not exceed the amount set forth as "Estimated Cost" in Section B, and is subject to the contract clause entitled "Limitation of Cost" or "Limitation of Funds" whichever is applicable.

SECTION H - Special Contract Requirements

ONR 0036 Individual Subcontracting Plan

The Contractor's Individual Subcontracting Plan entitled "Panavision Federal Systems, LLC, Individual Small Business and Small Disadvantaged Business Subcontracting Plan", dated 14 August 2013, is incorporated herein as Attachment Number 2 to the contract.

ONR 5252.204-9722 Electronic Document Access (APR 2012)

The Office of Naval Research (ONR) award and modification documents are now available via the Electronic Document Access System (EDA). EDA is a web-based system that provides secure online access, storage, and retrieval of awards and modifications to Department of Defense (DoD) employees and vendors. An ONR representative will enter the contact information for vendor notification of up to two (2) vendor representatives into EDA for each contract. Once an executed ONR contract document is loaded into EDA, the designated vendor representative(s) will automatically receive an email notification that the document is available in EDA. The vendor is responsible for retrieving the document from EDA; ONR will no longer mail hard copies to vendors.

Each vendor is responsible for providing ONR with their vendor representatives' contact information as well as any changes to their contact information for each ONR contract. Vendors shall submit EDA vendor representative contact information changes to the cognizant ONR Contract Specialist or Contracting Officer of each ONR contract. Each request to change EDA vendor representative contact information shall include the following information:

1. Contract number
2. Email address
3. First name
4. Last name
5. Organization

Users must be aware that EDA inactivates user accounts for non-use after 90 days. Failure to use your account will result in inactivation. A password reset and EDA POC approval is required to reactivate account.

ONR 5252.237-9705 Key Personnel (DEC 1988)

(a) The Contractor agrees to assign to the contract tasks those persons whose resumes were submitted with its proposal and who are necessary to fulfill the requirements of the contract as "key personnel". No substitutions may be made except in accordance with this clause.

(b) The Contractor understands that during the first ninety (90) days of the contract performance period, no personnel substitutions will be permitted unless these substitutions are unavoidable because of the incumbent's sudden illness, death or termination of employment. In any of these events, the Contractor shall promptly notify the Contracting Officer and provide the information described in paragraph (c) below. After the initial ninety (90) day period the Contractor must submit to the Contracting Officer all proposed substitutions, in writing, at least thirty (30) days in advance forty-five (45) days if security clearance must be obtained, of any proposed substitution and provide the information required by paragraph (c) below.

(c) Any request for substitution must include a detailed explanation of the circumstances necessitating the proposed substitution, a resume for the proposed substitute, and any other information requested by the Contracting Officer. Any proposed substitute must have qualifications equal to or superior to the qualifications of the incumbent. The Contracting Officer or his/her authorized representative will evaluate such requests and promptly notify the Contractor in writing of his/her approval or disapproval thereof.

(d) In the event that any of the identified key personnel cease to perform under the contract and the substitute is disapproved, the contract may be immediately terminated in accordance with the Termination clause of the contract.

The following are identified as key personnel:

Principal Investigator [REDACTED]
Senior Software Engineer [REDACTED]

ONR 5252.242-9718 Technical Direction (FEB 2002)

(a) Performance of the work hereunder is subject to the technical direction of the Program Officer/COR designated in this contract, or duly authorized representative. For the purposes of this clause, technical direction includes the following:

(1) Direction to the Contractor which shifts work emphasis between work areas or tasks, requires pursuit of certain lines of inquiry, fills in details or otherwise serves to accomplish the objectives described in the statement of work;

(2) Guidelines to the Contractor which assist in the interpretation of drawings, specifications or technical portions of work description.

(b) Technical direction must be within the general scope of work stated in the contract. Technical direction may not be used to:

- (1) Assign additional work under the contract;
- (2) Direct a change as defined in the contract clause entitled "Changes";
- (3) Increase or decrease the estimated contract cost, the fixed fee, or the time required for contract performance; or
- (4) Change any of the terms, conditions or specifications of the contract.

(c) The only individual authorized to in any way amend or modify any of the terms of this contract shall be the Contracting Officer. When, in the opinion of the Contractor, any technical direction calls for effort outside the scope of the contract or inconsistent with this special provision, the Contractor shall notify the Contracting Officer in writing within ten working days after its receipt. The Contractor shall not proceed with the work affected by the technical direction until the Contractor is notified by the Contracting Officer that the technical direction is within the scope of the contract.

(d) Nothing in the foregoing paragraphs may be construed to excuse the Contractor from performing that portion of the work statement which is not affected by the disputed technical direction.

ONR 5252.242-9720 CONTRACTING OFFICER'S REPRESENTATIVE (COR) (SEP 1996)

The COR for this contract is:

Name: Dr. Ravindra Athale

Code: 312

Mailing Address: 875 North Randolph Street, Suite 1121
Arlington, Va. 22203-1995

Telephone No: (703)696-0113

The COR will act as the Contracting Officer's representative for technical matters, providing technical direction and discussion as necessary with respect to the specification or statement of work, and monitoring

Contract Number: N00014-13-C-0378

the progress and quality of contractor performance. The COR is not an Administrative Contracting Officer and does not have authority to take any action, either directly or indirectly, to change the pricing, quantity, quality, place of performance, delivery schedule, or any other terms and conditions of the contract (or delivery order), or to direct the accomplishment of effort which goes beyond the scope of the statement of work in the contract (or delivery order).

When, in the opinion of the contractor, the COR requests effort outside the existing scope of the contract (or delivery order), the contractor shall promptly notify the contracting officer (ordering officer) in writing. No action shall be taken by the contractor until the contracting officer (or ordering officer) has issued a modification to the contract (or delivery order) or has otherwise resolved the issue.

In the absence of the COR named above (due to reasons such as leave, illness, official travel), all responsibilities and functions assigned to the COR shall be the responsibility of the alternate COR acting on behalf of the COR.

SECTION I - Contract Clauses

FAR 52.202-1 Definitions. (JAN 2012)

FAR 52.203-3 Gratuities. (APR 1984)

FAR 52.203-5 Covenant Against Contingent Fees. (APR 1984)

FAR 52.203-6 Restrictions on Subcontractor Sales to the Government. (SEP 2006)

FAR 52.203-7 Anti-Kickback Procedures. (OCT 2010)

FAR 52.203-8 Cancellation, Rescission, and Recovery of Funds for Illegal or Improper Activity. (JAN 1997)

FAR 52.203-10 Price or Fee Adjustment for Illegal or Improper Activity. (JAN 1997)

FAR 52.203-12 Limitation on Payments to Influence Certain Federal Transactions. (OCT 2010)

FAR 52.203-13 Contractor Code of Business Ethics and Conduct. (APR 2010)

FAR 52.204-2 Security Requirements. (AUG 1996)

FAR 52.204-13 Central Contractor Registration Maintenance (DEC 2012)

FAR 52.208-9 Contractor Use of Mandatory Sources of Supply or Services. (OCT 2008)

FAR 52.209-6 Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment. (DEC 2010)

FAR 52.209-9 Updates of Publicly Available Information Regarding Responsibility Matters. (FEB 2012)

FAR 52.209-10 Prohibition on Contracting with Inverted Domestic Corporations. (MAY 2012)

FAR 52.210-1 Market Research. (APR 2011)

FAR 52.215-2 Audit and Records - Negotiation. (OCT 2010)

FAR 52.215-8 Order of Precedence - Uniform Contract Format. (OCT 1997)

FAR 52.215-14 Integrity of Unit Prices. (OCT 2010)

FAR 52.215-20 Requirements for Certified Cost or Pricing Data or Data Other Than Cost or Pricing Data. (OCT 2010)

FAR 52.215-21 Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data - Modifications. (OCT 2010)

FAR 52.215-23 Limitations on Pass-Through Charges. (OCT 2009)

FAR 52.216-7 Allowable Cost and Payment. (JUN 2011)

FAR 52.216-8 Fixed Fee. (JUN 2011)

FAR 52.216-24 Limitation of Government Liability. (APR 1984)

FAR 52.219-4 Notice of Price Evaluation Preference for HUBZone Small Business Concerns. (JAN 2011)

FAR 52.219-8 Utilization of Small Business Concerns. (JAN 2011)

FAR 52.219-9 Small Business Subcontracting Plan. (JAN 2011)

FAR 52.219-25 Small Disadvantaged Business Participation Program-Disadvantaged Status and Reporting. (DEC 2010)

FAR 52.219-28 Post-Award Small Business Program Rerepresentation. (APR 2012)

FAR 52.222-2 Payment for Overtime Premiums. (JUL 1990)

FAR 52.222-3 Convict Labor. (JUN 2003)

FAR 52.222-21 Prohibition of Segregated Facilities. (FEB 1999)

FAR 52.222-26 Equal Opportunity. (MAR 2007)

FAR 52.222-35 Equal Opportunity for Veterans. (SEP 2010)

FAR 52.222-36 Affirmative Action for Workers with Disabilities. (OCT 2010)

FAR 52.222-37 Employment Reports on Veterans. (SEP 2010)

FAR 52.222-42 Statement of Equivalent Rates for Federal Hires. (MAY 1989)

FAR 52.222-50 Combating Trafficking in Persons. (FEB 2009)

FAR 52.222-54 Employment Eligibility Verification. (JUL 2012)

FAR 52.223-18 Encouraging Contractor Policies to Ban Text Messaging While Driving. (AUG 2011)

FAR 52.225-13 Restrictions on Certain Foreign Purchases. (JUN 2008)

FAR 52.227-1 Authorization and Consent. (DEC 2007)

FAR 52.227-2 Notice and Assistance Regarding Patent and Copyright Infringement. (DEC 2007)

FAR 52.227-11 Patent Rights-Ownership by the Contractor. (DEC 2007)

FAR 52.228-7 Insurance - Liability to Third Persons. (MAR 1996)

FAR 52.230-2 Cost Accounting Standards. (MAY 2012)

FAR 52.230-3 Disclosure and Consistency of Cost Accounting Practices. (MAY 2012)

FAR 52.230-6 Administration of Cost Accounting Standards. (JUN 2010)

FAR 52.232-9 Limitation on Withholding of Payments. (APR 1984)

FAR 52.232-17 Interest. (OCT 2010)

FAR 52.232-18 Availability of Funds. (APR 1984)

FAR 52.232-20 Limitation of Cost. (APR 1984)

FAR 52.232-22 Limitation of Funds. (APR 1984)

FAR 52.232-23 Assignment of Claims. (JAN 1986)

FAR 52.232-25 Prompt payment. (OCT 2008)

FAR 52.232-33 Payment by Electronic Funds Transfer - Central Contractor Registration. (OCT 2003)

FAR 52.232-34 Payment by Electronic Funds Transfer - Other than Central Contractor Registration. (MAY 1999)

FAR 52.233-1 Disputes. (JUL 2002)

FAR 52.233-3 Protest after Award. (AUG 1996)

FAR 52.237-2 Protection of Government Buildings, Equipment, and Vegetation. (APR 1984)

FAR 52.237-3 Continuity of Services. (JAN 1991)

FAR 52.239-1 Privacy or Security Safeguards. (AUG 1996)

FAR 52.242-1 Notice of Intent to Disallow Costs. (APR 1984)

FAR 52.242-3 Penalties for Unallowable Costs. (MAY 2001)

FAR 52.242-4 Certification of Final Indirect Costs. (JAN 1997)

FAR 52.242-13 Bankruptcy. (JUL 1995)

FAR 52.244-2 Subcontracts. (OCT 2010)

FAR 52.244-5 Competition in Subcontracting. (DEC 1996)

FAR 52.244-6 Subcontracts for Commercial Items. (DEC 2010)

(a) Definitions. As used in this clause--

"Commercial item" has the meaning contained in Federal Acquisition Regulation 2.101, Definitions.

"Subcontract" includes a transfer of commercial items between divisions, subsidiaries, or affiliates of the Contractor or subcontractor at any tier.

(b) To the maximum extent practicable, the Contractor shall incorporate, and require its subcontractors at all tiers to incorporate, commercial items or non-developmental items as components of items to be supplied under this contract.

(c)(1) The Contractor shall insert the following clauses in subcontracts for commercial items:

(i) 52.203-13, Contractor Code of Business Ethics and Conduct (APR 2010) (Pub. L. 110-252, Title VI, Chapter 1 (41 U.S.C. 251 note)), if the subcontract exceeds \$5,000,000 and has a performance period of more than 120 days. In altering this clause to identify the appropriate parties, all disclosures of violation of the civil False Claims Act or of Federal criminal law shall be directed to the agency Office of the Inspector General, with a copy to the Contracting Officer.

(ii) 52.203-15, Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009 (JUN 2010) (Section 1553 of Pub. L. 111-5), if the subcontract is funded under the Recovery Act.

(iii) 52.219-8, Utilization of Small Business Concerns (DEC 2010) (15 U.S.C. 637(d)(2) and (3)), in all subcontracts that offer further subcontracting opportunities. If the subcontract (except subcontracts to small business concerns) exceeds \$650,000 (\$1.5 million for construction of any public facility), the subcontractor must include 52.219-8 in lower tier subcontracts that offer subcontracting opportunities.

(iv) 52.222-26, Equal Opportunity (MAR 2007) (E.O. 11246).

(v) 52.222-35, Equal Opportunity for Veterans (SEP 2010) (38 U.S.C. 4212(a)).

(vi) 52.222-36, Affirmative Action for Workers with Disabilities (OCT 2010) (29 U.S.C. 793).

(vii) 52.222-40, Notification of Employee Rights Under the National Labor Relations Act (DEC 2010) (E.O. 13496), if flow down is required in accordance with paragraph (f) of FAR clause 52.222-40.

(viii) 52.222-50, Combating Trafficking in Persons (FEB 2009) (22 U.S.C. 7104(g)).

(ix) 52.247-64, Preference for Privately Owned U.S.-Flag Commercial Vessels (FEB 2006) (46 U.S.C. App. 1241 and 10 U.S.C. 2631), if flow down is required in accordance with paragraph (d) of FAR clause 52.247-64.

(2) While not required, the Contractor may flow down to subcontracts for commercial items a minimal number of additional clauses necessary to satisfy its contractual obligations.

(d) The Contractor shall include the terms of this clause, including this paragraph (d), in subcontracts awarded under this contract.

(End of clause)

FAR 52.245-1 Government Property. (APR 2012)

Contract Number: N00014-13-C-0378

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FAR 52.245-9 Use and Charges. (AUG 2010)

FAR 52.246-23 Limitation of Liability. (FEB 1997)

FAR 52.246-25 Limitation of Liability - Services. (FEB 1997)

FAR 52.249-6 Termination (Cost-Reimbursement). (MAY 2004)

FAR 52.249-14 Excusable Delays. (APR 1984)

FAR 52.251-1 Government Supply Sources. (APR 2012)

FAR 52.252-2 Clauses Incorporated by Reference. (FEB 1998)

This contract incorporates one or more clauses by reference, with the same force and effect as if they were given in full text. Upon request, the Contracting Officer will make their full text available. Also, the full text of a clause may be accessed electronically at this/these address(es): *[Insert one or more Internet addresses]*

(End of clause)

FAR 52.252-6 Authorized Deviations in Clauses. (APR 1984)

(a) The use in this solicitation or contract of any Federal Acquisition Regulation (48 CFR Chapter 1) clause with an authorized deviation is indicated by the addition of "(DEVIATION)" after the date of the clause.

(b) The use in this solicitation or contract of any *[insert regulation name]* (48 CFR []) clause with an authorized deviation is indicated by the addition of "(DEVIATION)" after the name of the regulation.

(End of clause)

FAR 52.253-1 Computer Generated Forms. (JAN 1991)

DFAR 252.201-7000 Contracting Officer's Representative. (DEC 1991)

DFAR 252.203-7000 Requirements Relating to Compensation of Former DoD Officials. (SEP 2011)

DFAR 252.203-7001 Prohibition on persons convicted of fraud or other defense-contract-related felonies. (DEC 2008)

DFAR 252.203-7002 Requirement to Inform Employees of Whistleblower Rights. (JAN 2009)

DFAR 252.204-7000 Disclosure of Information. (DEC 1991)

DFAR 252.204-7003 Control of Government Personnel Work Product. (APR 1992)

DFAR 252.204-7004 Alternate A, Central Contractor Registration. (SEP 2007)

DFAR 252.204-7005 Oral Attestation of Security Responsibilities. (NOV 2001)

DFAR 252.204-7006 Billing Instructions. (OCT 2005)

DFAR 252.204-7008 Export-Controlled Items. (APR 2010)

DFAR 252.204-7010 Requirement for Contractor to Notify DoD if the Contractor's Activities are Subject to Reporting Under the U.S.-International Atomic Energy Agency Additional Protocol. (JAN 2009)

DFAR 252.209-7001 Disclosure of Ownership or Control by the Government of a Terrorist Country. (JAN 2009)

DFAR 252.209-7004 Subcontracting with Firms That Are Owned or Controlled by the Government of a Terrorist Country. (DEC 2006)

DFAR 252.211-7003 Item Identification and Valuation. (JUN 2011)

DFAR 252.211-7007 Reporting of Government-Furnished Equipment in the DoD Item Unique Identification (IUID) Registry. (NOV 2008)

DFAR 252.215-7002 Cost Estimating System Requirements. (DEC 2012)

DFAR 252.217-7026 Identification of Sources of Supply. (NOV 1995)

DFAR 252.219-7003 Small Business Subcontracting Plan (DoD Contracts). (JUN 2012)

DFAR 252.222-7006 Restrictions on the Use of Mandatory Arbitration Agreements. (DEC 2010)

DFAR 252.223-7001 Hazard Warning Labels. (DEC 1991)

DFAR 252.223-7004 Drug-Free Work Force. (SEP 1988)

DFAR 252.223-7007 Safeguarding Sensitive Conventional Arms, Ammunition, and Explosives. (SEP 1999)

DFAR 252.225-7002 Qualifying Country Sources as Subcontractors. (DEC 2012)

DFAR 252.225-7012 Preference for Certain Domestic Commodities. (DEC 2012)

DFAR 252.225-7013 Duty-Free Entry. (JUN 2012)

DFAR 252.227-7013 Rights in Technical Data--Noncommercial Items. (FEB 2012)

DFAR 252.227-7014 Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation. (FEB 2012)

DFAR 252.227-7016 Rights in bid or proposal information. (JAN 2011)

DFAR 252.227-7019 Validation of Asserted Restrictions--Computer Software. (SEP 2011)

DFAR 252.227-7025 Limitations on the Use or Disclosure of Government-Furnished Information Marked with Restrictive Legends. (MAR 2011)

DFAR 252.227-7027 Deferred Ordering of Technical Data or Computer Software. (APR 1988)

DFAR 252.227-7030 Technical Data - Withholding of Payment. (MAR 2000)

DFAR 252.227-7037 Validation of Restrictive Markings on Technical Data. (JUN 2012)

DFAR 252.231-7000 Supplemental Cost Principles. (DEC 1991)

DFAR 252.232-7003 Electronic Submission of Payment Requests and Receiving Reports. (JUN 2012)

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DFAR 252.235-7003 Frequency Authorization. (DEC 1991)

DFAR 252.235-7010 Acknowledgment of Support and Disclaimer. (MAY 1995)

DFAR 252.235-7011 Final Scientific or Technical Report. (NOV 2004)

DFAR 252.239-7001 Information Assurance Contractor Training and Certification. (JAN 2008)

DFAR 252.242-7004 Material Management and Accounting System. (MAY 2011)

DFAR 252.242-7005 Contractor Business Systems. (FEB 2012)

DFAR 252.242-7006 Accounting System Administration. (FEB 2012)

DFAR 252.243-7002 Requests for equitable adjustment. (DEC 2012)

DFAR 252.244-7001 Contractor Purchasing System Administration. (JUN 2012)

DFAR 252.245-7001 Tagging, Labeling, and Marking of Government-Furnished Property (APR 2012)

DFAR 252.245-7002 Reporting Loss of Government Property. (APR 2012)

DFAR 252.245-7003 Contractor Property Management System Administration (APR 2012)

DFAR 252.246-7000 Material Inspection and Receiving Report. (MAR 2008)

DFAR 252.246-7001 Warranty of Data. (DEC 1991)

DFAR 252.247-7023 Transportation of Supplies by Sea. (MAY 2002)

SECTION J - List of Documents, Exhibits and Other Attachments

Attachment Number	Attachment Title	Date	Number of Pages	Document Version
Enclosure 1	CDRL Instructions for Distribution	06/24/2013	2	BASE
Exhibit A	Contract Data Requirements List	06/24/2013	3	BASE
1	Statement of Work	06/24/2013	2	BASE
2	Individual Subcontracting Plan	06/24/2013	8	BASE
3	SF298 Report Documentation Page	06/24/2013	1	BASE

SECTION K - Representations, Certifications, and Other Statements of Bidders

ONR 0049 ONR and SAM Reps and Certs

The Contractor's SAM validation dated from: March 27, 2013 to March 27, 2014 is hereby incorporated into this contract by reference. ONR Contract Specific Representations and Certifications, dated 17 June 2013 are hereby incorporated by reference.

**ENCLOSURE NUMBER 1
CONTRACT DATA REQUIREMENTS LIST
INSTRUCTIONS FOR DISTRIBUTION**

DISTRIBUTION OF TECHNICAL REPORTS AND FINAL REPORT

(A SF 298 must accompany the final report)

ADDRESSEE	DODAAC CODE	NUMBER OF COPIES	
		UNCLASSIFIED / UNLIMITED	UNCLASSIFIED/ LIMITED AND CLASSIFIED
Program Officer: Dr. Ravindra Athale ONR Code: 312 E-Mail: ravindra.athale@navy.mil	N00014	1	1
Administrative Contracting Officer*	S0512A	1	1
Director, Naval Research Lab Attn: Code 5596 4555 Overlook Avenue, SW Washington, D.C. 20375-5320 E-mail: reports@library.nrl.navy.mil	N00173	1	1
Defense Technical Information Center 8725 John J. Kingman Road STE 0944 Ft. Belvoir, VA 22060-6218 E-mail: tr@dtic.mil	HJ4701	1	1

* Send only a copy of the transmittal letter to the Administrative Contracting Officer; do not send actual reports to the Administrative Contracting Officer.

ELECTRONIC SUBMISSIONS OF TECHNICAL REPORTS IS PREFERRED AND ENCOURAGED. ELECTRONIC SUBMISSION SHOULD BE SENT TO THE E-MAIL ADDRESSES PROVIDED IN THE ABOVE TABLE, HOWEVER PLEASE NOTE THE FOLLOWING:

- Only Unlimited/Unclassified document copies may be submitted by e-mail.
- Unclassified/Limited has restricted distribution and a classified document (whether in its entirety or partially) is to be distributed in accordance with classified material handling procedures.
- Electronic submission to DIRECTOR, NAVAL RESEARCH LAB, shall be unclassified/unlimited reports and 30 pages or less. If unclassified and more than 30 pages, hardcopies of reports must be mailed.
- Electronic submission to DTIC shall be unclassified/unlimited reports. If submission is for limited documents please send them in on a disk or sign up for DTIC's web-based document submission system at <http://www.dtic.mil>. DTIC prefers .pdf, .tif, and .ps files; however, other formats will also be accepted. **NOTE:** DTIC can no longer accept the following file types via email: password protected, zipped or compressed files, file with the extensions: *.vbs, *.cmd, *.exe, *.bat, *.com, *.mp3, *.eml and *.dll.

If the Program Officer directs, the Contractor shall make additional distribution of technical reports in

accordance with a supplemental distribution list provided by the Program Officer.

DISTRIBUTION OF PROGRESS REPORTS, which are NOT, Technical Reports

The minimum distribution for reports that are not technical reports is as follows:

ADDRESSEE	DODAAC CODE	NUMBER OF COPIES	
		UNCLASSIFIED / UNLIMITED	UNCLASSIFIED/ LIMITED AND CLASSIFIED
Program Officer: Dr. Ravindra Athale ONR Code 312 E-Mail: ravindra.athale@navy.mil Office of Naval Research 875 North Randolph St. Suite, 1121 Arlington, VA 22203-1995	N00014	1	1
Administrative Contracting Officer*	S0512A	1	1

*Send only a copy of the transmittal letter to the Administrative Contracting Officer; do not send actual reports to the Administrative Contracting Officer.

CONTRACT DATA REQUIREMENTS LIST

(2 Data Items)

Form Approved
OMB No. 0704-0188

The public reporting burden for this collection of information is estimated to average 220 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Executive Service Directorate (0704-0188). Respondents should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number. Please do not return your form to the above organization. Send completed form to the Government Printing Office for the Contract/PR No. listed in Block E.

A. CONTRACT LINE ITEM NO. 0001 B. EXHIBIT A C. CATEGORY: TDP _____ TM _____ OTHER **X**

D. SYSTEM/ITEM AMPPM Demonstration Software E. CONTRACT/PR NO. N00014-13-C-0375 F. CONTRACTOR PANAVISION FEDERAL SYSTEMS, LLC.

1. DATA ITEM NO. A005 2. TITLE OF DATA ITEM Factory Acceptance Test Procedures Report 3. SUBTITLE N/A

4. AUTHORITY (Data Acquisition Document No.) 5. CONTRACT REFERENCE Statement of Work Sections 3.0 and 4.0 6. REQUIRING OFFICE ONR CODE 312

7. DD 250 REQ 8. APP CODE N/A 9. DIST STATEMENT REQUIRED D 10. FREQUENCY N/A 11. AS OF DATE See BLK 16 12. DATE OF FIRST SUBMISSION See BLK 16 13. DATE OF SUBSEQUENT SUBMISSION N/A 14. DISTRIBUTION a. ADDRESSEE R. Athale/ONR b. COPIES Draft Final Reg Repro

16. REMARKS
The report shall document the analysis of the Factory Acceptance Test Procedures for the AMPPM. The contractor shall provide the plans and procedures based on the testing demonstrations of the Modular Photonics Mast (MPM) software. Test plans should fully describe all procedures, test setups, and tests equipment utilized. The contractor shall also provide the data analysis sheets to provide the complete documentation of test results. The report shall be in contractor's format.

Block 9: Distribution Statement D. Distribution authorized to U.S. Government Agencies Only. Other requests for this document shall be referred to the referred to the Program Officer listed in the contract.

Block 11: After contract award

block 12: The report shall be delivered no later than twenty-four (24) months after contract award.

15. TOTAL 0 0 1

1. DATA ITEM NO. A006 2. TITLE OF DATA ITEM Final Report 3. SUBTITLE

4. AUTHORITY (Data Acquisition Document No.) 5. CONTRACT REFERENCE Statement of Work Sections 3.0 and 4.0 6. REQUIRING OFFICE

7. DD 250 REQ N/A 8. APP CODE N/A 9. DIST STATEMENT REQUIRED D 10. FREQUENCY ONE/R 11. AS OF DATE See BLK 16 12. DATE OF FIRST SUBMISSION See BLK 16 13. DATE OF SUBSEQUENT SUBMISSION N/A 14. DISTRIBUTION a. ADDRESSEE R. Athale b. COPIES Draft Final Reg Repro

16. REMARKS
Inspection and acceptance is required by the Program Officer at destination. The receiving report in WAWF shall be used as a Material Inspection and Receiving Report in lieu of a DD Form 250. Information copies shall be sent to the appropriate parties in accordance with Enclosure Number 1. This report shall include a description of all tasks performed, accomplishments of the program, make recommendations for future technology or research, and contain a breakdown of all contract costs. Final report shall be in the format described in Section D.

Block 9: Distribution Statement D. Distribution authorized to U.S. Government Agencies. Other requests for this document shall be referred to the Program Officer in the contract.

Block 11: Contract Award

Block 12: The final report shall be delivered no later than the end date specified in Section F of the contract.

15. TOTAL 0 0 1

G. PREPARED BY Ravindra Athale H. DATE 6/24/2013 I. APPROVED BY Kenesha Y. Hargrave J. DATE 6/24/2013

17. PRICE GROUP
18. ESTIMATED TOTAL PRICE

17. PRICE GROUP
18. ESTIMATED TOTAL PRICE

CONTRACT DATA REQUIREMENTS LIST

(2 Data Items)

Form Approved
OMB No. 0704-0188

The public reporting burden for this collection of information is estimated to average 220 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Executive Service Directorate (0704-0188). Respondents should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number. Please do not return your form to the above organization. Send completed form to the Government Issuing Contracting Officer for the Contract/PR No. listed in Block E.

A. CONTRACT LINE ITEM NO. 0001 B. EXHIBIT A C. CATEGORY: TDP _____ TM _____ OTHER X

D. SYSTEM/ITEM AMPPM Demonstration Software E. CONTRACT/PR NO. N00014-13-C-0375 F. CONTRACTOR PANAVISION FEDERAL SYSTEMS, LLC

1. DATA ITEM NO. A001 2. TITLE OF DATA ITEM Technical/Financial Progress Report 3. SUBTITLE N/A

4. AUTHORITY (Data Acquisition Document No.) 5. CONTRACT REFERENCE Statement of Work Sections 3.0 and 4.0 6. REQUIRING OFFICE N00014

7. DD 250 REQ 8. DIST STATEMENT REQUIRED D 9. FREQUENCY MNTLY 10. DATE OF FIRST SUBMISSION 30 DACA* 11. AS OF DATE See BLK 16 12. DATE OF SUBSEQUENT SUBMISSION See BLK 16 13. DISTRIBUTION a. ADDRESSEE R. Athale / ONR b. COPIES Draft Reg Final Repro 1

16. REMARKS
Nontechnical reports may be provided in contractor format. Technical reports shall be in the format described in Section D. Must include contract number, project title, total contract amount, costs incurred during the performance period, costs incurred to date, estimate to complete, schedule of deliveries or milestones, actual dates of delivery or completion. The report shall include the status of both the demonstration software effort and the laser range finder design effort and include any problems encountered and the associated corrective action being taken.

Block 9: Distribution Statement D. Distribution authorized to U.S. Government Agencies Only. Other requests for this document shall be referred to the Program Officer listed in the contract.

Blocks 11 & 12 *DACA=Days After Contract Award
Block 13: 15th day of each month.

1. DATA ITEM NO. A002 2. TITLE OF DATA ITEM Preliminary Design Review (PDR) Specifications Report 3. SUBTITLE

4. AUTHORITY (Data Acquisition Document No.) 5. CONTRACT REFERENCE Statement of Work Sections 3.0 and 4.0 6. REQUIRING OFFICE N00014

7. DD 250 REQ 8. DIST STATEMENT REQUIRED See BLK 16 9. FREQUENCY As requested 10. DATE OF FIRST SUBMISSION See BLK 16 11. AS OF DATE See BLK 16 12. DATE OF SUBSEQUENT SUBMISSION See BLK 16 13. DISTRIBUTION a. ADDRESSEE R. Athale / ONR b. COPIES Draft Reg Final Repro 1

16. REMARKS
The report shall include a complete description of the software system architecture, modeling of both panoramic (VIS and MWIR) and high-resolution module image pipelines from capture to display, software ICD for externally developed target detection and tracking algorithms, approach for pointing/tracking using the high-resolution cameras, and proposed GUI for displaying the panoramic/high-resolution imagery. The report shall also serve as a preliminary design document for inclusion of the laser range finder in the high resolution AMPPM module and as such shall include the preliminary mechanical, electrical, and optical design.

Block 9: Distribution Statement D.
Block 11: After contract award.
Block 12: Six (6) months after contract award.
Block 13: As requested by the Program Officer.

G. PREPARED BY Ravindra Athale H. DATE 6/24/2013 I. APPROVED BY Kenesha Y. Hargrave J. DATE 6/24/2013

17. PRICE GROUP
18. ESTIMATED TOTAL PRICE

17. PRICE GROUP
18. ESTIMATED TOTAL PRICE

CONTRACT DATA REQUIREMENTS LIST (2 Data Items)						Form Approved OMB No. 0704-0188		
The public reporting burden for this collection of information is estimated to average 220 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Executive Services Directorate (0704-0188). Respondents should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number. Please do not return your form to the above organization. Send completed form to the Government Issuing Contracting Officer for the Contract/PR No. listed in Block E.								
A. CONTRACT LINE ITEM NO. 0001		B. EXHIBIT A		C. CATEGORY: TOP _____ TM _____ OTHER <u>X</u>				
D. SYSTEM/ITEM AMPPM Demonstration Software		E. CONTRACT/PR NO. N00014-13-C-0375		F. CONTRACTOR PANAVISION FEDERAL SYSTEMS, LLC.				
1. DATA ITEM NO. A003		2. TITLE OF DATA ITEM AMPPM Software Sub-System Specifications Report			3. SUBTITLE			
4. AUTHORITY (Data Acquisition Document No.)		5. CONTRACT REFERENCE Statement of Work Sections 3.0 and 4.0		6. REQUIRING OFFICE N00014				
7. DD 250 REQ See BLK 16	9. DIST STATEMENT REQUIRED D	10. FREQUENCY See BLK 16	12. DATE OF FIRST SUBMISSION See BLK 16	14. DISTRIBUTION				
8. APP CODE N/A		11. AS OF DATE See BLK 16	13. DATE OF SUBSEQUENT SUBMISSION N/A	a. ADDRESSEE		b. COPIES		
						Draft	Final	
				R. Athale / ONR			Reg	
							Repro	
							1	
16. REMARKS Block 7: Inspection and acceptance is required by the Program Officer. Information copies shall be sent to the appropriate parties in accordance with Enclosure Number 1. The type of voucher in WAWF specified in Section G will be used as a Material Inspection and Receiving Report in lieu of a DD Form 250. The report shall document the data of the AMPPM software sub-system specifications. Block 9: Distribution Statement D. Distribution authorized to U.S. Government Agencies only. Other requests for this document shall be referred to the Program Officer listed in the contract. Block 10: As requested by the Program Officer. Block 11: Contract Award Block 12: The report shall be delivered not later than twenty-four (24) months after contract award.				15. TOTAL		0	0	1
1. DATA ITEM NO. A004		2. TITLE OF DATA ITEM Critical Design (CDR) Review Report			3. SUBTITLE			
4. AUTHORITY (Data Acquisition Document No.)		5. CONTRACT REFERENCE		6. REQUIRING OFFICE				
7. DD 250 REQ	9. DIST STATEMENT REQUIRED D	10. FREQUENCY See BLK 16	12. DATE OF FIRST SUBMISSION See BLK 16	14. DISTRIBUTION				
8. APP CODE		11. AS OF DATE See BLK 16	13. DATE OF SUBSEQUENT SUBMISSION N/A	a. ADDRESSEE		b. COPIES		
						Draft	Final	
				R. Athale/ONR			Reg	
							Repro	
							1	
16. REMARKS The report shall document the final "build-to-print" architecture for displaying panoramic (both VIS and IR) and high-resolution imagery for the AMPPM. The report shall provide a detailed description of the hardware used as well as a software ICD for additional image processing modules. The report shall also include a description of the user interface including control of the high-resolution module pointing and tracking. Additionally, the report will provide an ICD for the inclusion of a laser range-finder in the high-resolution module including optical, electrical, mechanical, and software interfaces. Information copies shall be sent to the appropriate parties in accordance with Enclosure Number 1. Block 10: As requested by the Program Officer. Block 11: After contract award. Block 12: Eighteen(18) months after contract award.				15. TOTAL		0	0	1
G. PREPARED BY Ravindra Athale		H. DATE 6/24/2013		I. APPROVED BY Kenesha Y. Hargrave		J. DATE 6/24/2013		

17. PRICE GROUP
18. ESTIMATED TOTAL PRICE

17. PRICE GROUP
18. ESTIMATED TOTAL PRICE

Attachment Number 1

Statement of Work

**“Affordable Modular Panoramic Photonics Mast (AMPPM) Demonstration Software (AMDS)”
High Throughput Networking Infrastructure (HTNI)
Task Order 0002**

1.0 BACKGROUND

The United States Navy has a critical need that exists for functional software in support of the Affordable Modular Photonics Mast (AMPPM) for the next generation Photonic Submarine Mast. The AMPPM Demonstration Software (AMDS) shall provide the following functionalities: (1) Panoramic Capabilities; (2) High Resolution Capabilities; (3) Camera/High Resolution Module (HRM); (4) Display Functions, (5) Status Display; (6) raw recording of all capabilities; (7) Operating System shall be Linux based; (8) External Interface(s) to Ship's system(s); (9) Control Interface; and (10) HD-SDI Video Port(s).

2.0 SCOPE

The contractor shall design, model, code, functionality test, and deliver the Modular Photonics Mast Housing (MPMH) demonstration software.

3.0 REQUIREMENTS

The contractor shall perform the following tasks:

3.1 SYSTEM CONSIDERATIONS

The contractor shall perform architecture trade studies, performance trade studies; develop the System Subsystem Documents and subsystem specifications in support of the software development and documentation tasks.

3.2 IMAGE PROCESSING

The contractor shall model, code, debug, and performance tune the developed Module Photonics Mast (MPM) software. This task includes visible image pipeline, the Modular Wave Infrared (MWIR) image pipeline, panoramic processing of visible and Laser Wave Infrared (LWIR) video, recording high resolutions, low resolution images, high resolution object tracking, and passive distance measuring routines.

3.3 GRAPHICAL USER INTERFACE (GUI)

The contractor shall provide a Graphical User Interface (GUI) to provide the human interface to the Module Photonics Mast (MPM) system. The contractor shall support dual and multi monitor display of panoramic video and high resolution display and control of the GUI. The contractor shall provide surfing through visible and MWIR video/images that rectified and aligned to each

other for the GUI. The contractor shall support high and low resolution recording of images and video for storage and recall for display of the GUI.

3.4 SYSTEM INTEGRATION AND TEST

The contractor shall integrate and test the complete software package with the developed MPM hardware.

4.0 DELIVERABLES

The Contractor shall deliver the following items:

- Monthly Technical/Financial Progress Reports
- Preliminary Design Review (PDR) Report
- AMPPM Sub System Specifications Report
- Critical Design Review (CDR) Report
- Factory Acceptance Test Procedures Report
- Final Report
- Affordable Modular Panoramic Photonics Mast (AMPPM) Demonstration Software (including the AMPPM software manual with source and object codes)



Individual Small Business and Small Disadvantaged Business Subcontracting Plan – Rev 2

Date: 14 August 2013
Contractor: Panavision Federal Systems, LLC
Address: 9340 De Soto Ave, Chatsworth, CA 91311
Solicitation No: ONR-BAA-13-001
Item/Service: AMPM Demonstration Software
Contract Value: \$2,158,917
Period of Performance: 1 August 2013 through 30 June 2016 – Three (3) Years

1.0 PFS POLICY STATEMENT

It is the Policy and commitment of Panavision Federal Systems, LLC to promote opportunities to compete for subcontract awards under Government Funded Programs with:

1. Small Business Concerns (SB)
2. Small Business Concerns Owned and Controlled by Service Disabled Veterans (SDVO)
3. Small Business Concerns Certified to be In a Historically Underutilized Business Zone (HZSB)
4. Small Business Concerns Owned and controlled by Socially and Economically Disadvantaged Individuals (SDB)
5. Small Business Concerns Owned and Controlled by Women (WOSB)

PFS is committed to the intent, requirements and objectives of the Small Business Act (Public Law 85-536, as amended) and related laws and regulations which promote participation in Federal based procurements for identified groups and individuals.

The Federal Government's role in promoting subcontracting assistance to small business concerns is seen in several groundbreaking laws, Pubic Law 95-907 requires the inclusion of the Federal Acquisition Regulation (FAR) Clause 52.219-8 entitled "Utilization of Small Business Concerns" in qualifying solicitations and contracts when the contract amount is expected to be over the simplified acquisition threshold and requires the inclusion of FAR 52.219-9 entitled "Small Business Subcontracting Plan" in all subcontracts over \$850,000 (or construction subcontracts over \$1.5 million). The Small Business Act incorporates the Public Laws that establish the various procurement goals for agencies of the U.S. Government:

The following, together with any attachments, is hereby submitted as a Subcontracting Plan Goals to satisfy the applicable requirements of Public Law 95-507 as implemented by Federal Acquisition Regulation (FAR) 19.702.

The following dollar and percentage goals are applicable to the contract awarded value and subcontracting amount under Solicitation ONR-BAA-13-001 when all options exercised based on material subcontracted.

Table I – Contract Value

Total Contract Value	\$2,158,917	Dollar Goal	Percentage Goal
Total Dollars to be Subcontracted	(b) (4)		2.40%
Large Business Concerns		(b) (4)	0.97%
Small Business Concerns (all small businesses)		(b) (4)	1.43%
Small Disadvantage Business Concerns		(b) (4)	0.10%
Women Owned Small Business Concerns		(b) (4)	0.46%
HUBZone Small Business Concerns		(b) (4)	0.07%
Service-Disabled Veteran-Owned Small Business Concerns		(b) (4)	0.07%

Table II – Subcontracting

Total Dollars to be Subcontracted		Dollar Goal	Percentage Goal
Total Dollars to be Subcontracted	(b) (4)		
Large Business Concerns		(b) (4)	40.26%
Small Business Concerns (all small businesses)		(b) (4)	59.74%
Small Disadvantage Business Concerns		(b) (4)	5.0%
Women Owned Small Business Concerns		(b) (4)	19.31%
HUBZone Small Business Concerns		(b) (4)	3.0%
Service-Disabled Veteran-Owned Small Business Concerns		(b) (4)	3.0%

4.0 PRINCIPAL PRODUCTS AND SERVICES

The principal products and services to be subcontracted under the referenced prime contract or subcontract, (not required when commercial business is operating under the guidelines of the division-wide subcontracting plan) and those areas where PFS plans to use Small Business Concerns are describe below:

Products/ Services %	LB %	SB %	HZSB %	SDB %	WOSB %	SDVO %
Subcontractor	40.26%	59.74%	3.0%	5.0%	19.31%	3.0%

PFS maintains an effective Small Business Program and provides to the Executive Management visibility of all program achievements. PFS will do the following in accordance with the FAR requirements:

- PFS Subcontracting Plan goals are to set forth in Paragraph 3.0 of this Plan. For each individual program, goals are expressed as a percentage of the total dollars forecasted to be subcontracted to SB, SDB, WOSB, HZSB, and SDVO concerns as subcontractors. PFS will include in SSR reporting a proportionate share of products and services that are normally allocated as indirect costs.
- For each individual program, subcontracting plan goals will be set forth in Paragraph 3.0 of this Plan expressed as total dollars planned to be subcontracted to SB, SDB, WOSB, HZSB, and SDVO concerns as subcontractors.
- A description of the principal products and services to be subcontracted and the types anticipated to be subcontracted to SB, SDB, WOSB, HZSB, and SDVO concerns as subcontractors for each individual program will be identified in Paragraph 4.0 of this Plan.
- Subcontracting Plan Goals are derived from a detailed examination of the prime or subcontract requirements within the Bill of Material (BOM) and other procurements records. This examination includes an in-depth evaluation of all goods and services required in support of the program to determine suitability for procurement from SB concerns.
- PFS uses a variety of resources in its attempt to locate viable companies to provide goods and services for solicitation purposes. A "Potential Small Business Supplier Database" is established and used to capture detailed information from supplier outreach programs such as trade fairs and conferences. Buyers additionally keep records of their "archive" contacts with potential small business suppliers, representative sources that PFS uses to identify Small Business Concerns include:

SBA Dynamic Small Business Search --
http://dsbs.sba.gov/dsbs/dsp_dsbs.com

Department of Defense, Office of Small and Disadvantage Business
Utilization – <http://www.acq.osd.mil/sadbu/>

SBA HUBZone Program/Certified HUBZone Concerns and Outreach –
<https://eweb1.sba.gov/hubzone/internet/>

DoD Western Regional Council for Small Business --
<http://www.dodwrc.org/>

- PFS will use the System of Awards Management (SAM) web site to research and validate specific vendors for their business classification.

(\$1,500,000 for construction of a public facility). Plans will be reviewed by the PFS SBAO for compliance with the plan required by FAR 52.219-9, "Small Business Subcontracting Plan" (FAR 19.704) and will be negotiated if necessary to bring them into compliance before being accepted and incorporated into the subcontract.

8.0 REPORTING AND COOPERATION

PFS will cooperate in any studies or surveys as may be required. PFS will implement the "Electronic Subcontracting Reporting System" (eSRS) (<http://www.esrs.gov>) for submitting the Individual and/or Summary Subcontracting Reports.

- Ensure that subcontractors with Subcontracting Plans under PFS' Prime contract agree to submit the ISR and/or SSR using eSRS
- Provide the PFS prime contract number, DUNS number, and e-mail address of the PFS official responsible for acknowledging or rejecting the reports to all first-tier subcontractors with Subcontracting Plans, so they can enter this information into the eSRS when they submit their ISR reports.

9.0. RECORD KEEPING

PFS will maintain records concerning procedures that have been adopted to comply with the requirements and goals in the Plan. In addition:

- PFS maintains a list of suppliers within its procurement system. Data collected for each vendor includes business size and status (SB, SDVO, HZSB, and WOSB) and status changes. In addition, data is collected on each commodity procured by; commodity, category, selected supplier, purchase order number and date, purchase quantity and purchase price. Each buyer has access to the SAM/SBA Dynamic Small Business Search and HUBZone web sites as a resource to locate small business sources.
- PFS SBAO maintains records of contact by PFS representatives with potential new suppliers at procurement conferences, seminars, trade fairs and other functions, the Small Business Administration and other prime contractors in attempts to seek out additional qualified or qualifiable small business concerns. These records are available to all Buyers through an electronic "Potential Small Business Supplier" database.
- The procurement file mandated by PFS Procurement Department is one record on a given procurement. The company document authorizing Material to procure is consistent with the Purchasing Department Policy is a Purchase E-Requisition. The buyer documents on the PR and in the Subcontract or Purchase Order Case File (when required) all contacts, including expressions of interest and solicitations (including those to Small Business Concerns), the awarded entity and why any entities solicited may not have been suitable for the award.
- PFS SBAO maintains records of outreach efforts to contact trade associations, business development organizations, veterans service organizations,

Agency:

Signature:

Typed Name:

Title:

Date:

NAME: Panavision Federal Systems
File Name: PVSN
Created: 22-Jul-13
Last Revised:

Contract Number N00014-13-C-0375
Modification Number

Contract Value \$2,158,917.00

Period of Performance (Months) 36

Total Estimated Cost (TEC) (b) (4)

Fixed Fee (FF) (b) (4)

Total Funded to Date (TOTF) \$0.00

Funding this Increment (FI) \$212,000.00

DO NOT CHANGE FIGURES BELOW THIS POINT

Steps:

FF/TEC	=	0.0682	ratio
FI+TOTF	=	(b) (4)	new total funding
NEW TOT FUND/RATIO	=	(b) (4)	New Cost
NEW TOT FUND-NEW COST	=	(b) (4)	New Fee
EST TIME FUNDS WILL LAST	=	3.5351	

Contract Distribution Sheet

CR Number: 13PR05172-00
Contract Number: N0001413C0375
Specialist: NO NEG ONR:
Modification Number:

Distribution Date: **SEP 11 2013**

Distributed By: **(b)(5)**

___ PCO, ONR Arlington (Original)

___ Contractor (Duplicate Original)

Short Contractor Code and Address:

PVSN
PANAVISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD STE 840
WOODLAND HILLS, CA 91367-2602 US

___ ACO

ACO MILSCAP Code and Address:

S0512A
DCMA LOS ANGELES-S0512A
P.O. BOX 9608
MISSION HILLS, CA 91346-9608 US

___ Payment Office

DODAAD Code and Address:

HQ0339
DFAS COLUMB WEST ENTL-HQ0339
PO BOX 182381
COLUMBUS, OH 43218-2381 US

___ ONR:
00CC

Program Officer: ATHALE, DR. RAVINDRA ANANT, ONR Other

*EDA ONLY
address has
changed according to
SAM
sent code 21*

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE		PAGE OF PAGES 1 3	
2. AMENDMENT/MODIFICATION NO. P00001		3. EFFECTIVE DATE See Block 16C		4. REQUISITION/PURCHASE REQ. NO. 14PR01574-00	
6. ISSUED BY Office of Naval Research Andrew Gordon (703) 696-5356 Email: andrew.c.gordon.ctr@navy.mil 875 North Randolph Street Arlington, VA 22203-1995		CODE N00014		7. ADMINISTERED BY (if other than item 6) DCMA LOS ANGELES P.O. BOX 9608 MISSION HILLS CA 91346-9608	
8. NAME AND ADDRESS OF CONTRACTOR (No. street, county, State and ZIP Code) PANAVISION FEDERAL SYSTEMS, LLC 9340 De Soto Ave Chatsworth CA 913114926		(x)		9A. AMENDMENT OF SOLICITATION NO.	
ORIGINAL				9B. DATED (SEE ITEM 11)	
		X		10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-13-C-0375	
				10B. DATED (SEE ITEM 13) 09/11/2013	
CODE 326T5		FACILITY CODE			

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended. ☐ is not extended.
Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (if required) Net Increase: \$980,617.00
1741319-W3F3-255-RA-313-0-068342-2D--03346-000-MPH0

13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
X	D. OTHER (Specify type of modification and authority) FAR 43.103(b) Unilateral Modification and FAR 52.232-22 "Limitation of Funds"

E. IMPORTANT: Contractor ☒ is not ☐ is required to sign this document and return _____ copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

NAVRIS / SDN Number: 1101052

The purpose of this modification is to provide an increment of funding in the amount of \$980,617 to CLIN 0001 under Contract Number N00014-13-C-0375.

FOB: Destination

Continued ...

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Lynnette A. Desorcie	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	15D. DATE SIGNED	15E. DATE SIGNED
(Signature of person authorized to sign)			11 Dec 13

NSN 7540-01-152-8070
Previous edition unusable

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED
N00014-13-C-0375/P00001

PAGE 2 OF 3

NAME OF OFFEROR OR CONTRACTOR

PANAVISION FEDERAL SYSTEMS, LLC

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
0001	Change Item 0001 to read as follows (amount shown is the total amount): The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. Award Type: Cost-plus-fixed-fee Total Estimated Cost: (b)(4) Fixed Fee: (b)(4) Term Form Product/Service Code: AD92				2,158,917.00
000104	Add Item 000104 as follows: Funding Request ACRN: AD (Amt: (b)(4)) Accounting Summary AD 1741319-W3F3-255-RA-313-0-068342-2D--03346-000-MP H0 (b)(4)				

Effective as of the date of this modification:

1. Section G -- "Contract Administration Data" -- is hereby revised as follows (changes in **bold**):

SECTION G - Contract Administration Data

The following clause is incorporated by this modification.

Line Item Tables CPFF Summary of CLIN/SLIN and Funding

This table provides a summary of the funding associated with CLIN/SLINs.

Summary of Funding

CLIN	Description	Obligated Amount	Total CPFF Amount
0001	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(b) (4)	\$2,158,917.00
000101	Funding Request ACRN: AA	(b) (4)	(b) (4)
000102	Funding Request ACRN: AB	(b) (4)	(b) (4)
000103	Funding Request ACRN: AC	(b) (4)	(b) (4)
000104	Funding Request ACRN: AD	(b) (4)	(b) (4)
0002	Affordable Modular Panoramic Photonics Mast (AMPPM) Demonstration Software (including the AMPPM software manual with source and object codes)	(b) (4)	(b) (4)
Total for Award			\$2,158,917.00

The following clause is revised by this modification as follows:

ONR 0058 Allotment of Funds

(a) It is hereby understood and agreed that this contract will not exceed a total amount of \$2,158,917; including an estimated cost of (b) (4) and a fixed fee of (b) (4).


(b) CLIN 0001 will not exceed a total amount of \$2,158,917; including an estimated cost of (b) (4) and a fixed fee of (b) (4). The total amount presently available for payment and allotted to CLIN 0001 of this contract is \$1,192,617; including an estimated cost of (b) (4) and a fixed fee of (b) (4). It is estimated that the amount allotted of (b) (4) will cover the period from date of award through twenty (20) months.

2. Except as modified herein, all other terms and conditions remain unchanged and in full force and effect.

Contract Distribution Sheet

CR Number: 14PR01574-00
Contract Number: N0001413C0375
Specialist: GORDON, ANDREW C ONR: BD252
Modification Number: P00001

Distribution Date: DEC 11 2013

Distributed By: 

___ PCO, ONR Arlington (Original)

___ Contractor (Duplicate Original)

EDA ONLY

Short Contractor Code and Address:

PVSN
~~PANAVISION FEDERAL SYSTEMS, LLC~~
~~21300 VICTORY BLVD STE 840~~
~~WOODLAND HILLS, CA 91367-2602 US~~

___ ACO

ACO MILSCAP Code and Address:

S0512A
DCMA LOS ANGELES-S0512A
P.O. BOX 9608
MISSION HILLS, CA 91346-9608 US

___ Payment Office

DODAAD Code and Address:

HQ0339
DFAS COLUMB WEST ENTL-HQ0339
PO BOX 182381
COLUMBUS, OH 43218-2381 US

___ ONR:
00CC

Program Officer: ATHALE, DR. RAVINDRA ANANT, ONR Other

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE		PAGE OF PAGES 1 3	
2. AMENDMENT/MODIFICATION NO. P00002		3. EFFECTIVE DATE See Block 16C		4. REQUISITION/PURCHASE REQ. NO. 14PR01574-01	
5. PROJECT NO. (If applicable)		6. ISSUED BY Office of Naval Research Andrew Gordon (703) 696-5356 Email: andrew.c.gordon.ctr@navy.mil 875 North Randolph Street Arlington, VA 22203-1995		7. ADMINISTERED BY (If other than Item 6) DCMA LOS ANGELES P.O. BOX 9608 MISSION HILLS CA 91346-9608	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) PANAVISION FEDERAL SYSTEMS, LLC 9340 De Soto Ave Chatsworth CA 913114926		9A. AMENDMENT OF SOLICITATION NO. (x)		9B. DATED (SEE ITEM 11) 10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-13-C-0375	
10B. DATED (SEE ITEM 13) 09/11/2013		10C. DATED (SEE ITEM 13) 09/11/2013		10D. DATED (SEE ITEM 13) 09/11/2013	
CODE 326TS		FACILITY CODE		11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS	

☐ The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers ☐ is extended, ☐ is not extended.
Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)

N/A

13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
X	D. OTHER (Specify type of modification and authority) FAR 43.103(b) Unilateral Modification

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return _____ 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

NAVRIS / SDN Number: 1101052

The purpose of this modification is to correct a clerical error in the ACRN designations found under CLIN 0001 of the base award. As a result of this modification to the subject contract, SLIN 000102 will read "AB" in lieu of "AA" and SLIN 000103 will read "AC" in lieu of "AB."
Continued ...

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print) Rebecca Foster		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Rebecca Foster	
15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign)		15C. DATE SIGNED 12/18/13	

NSN 7540-01-152-8070
Previous edition unusable

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED
N00014-13-C-0375/P00002PAGE OF
2 3NAME OF OFFEROR OR CONTRACTOR
PANAVISION FEDERAL SYSTEMS, LLC

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
0001	Change Item 0001 to read as follows (amount shown is the total amount): The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. Product/Service Code: AD92				2,158,917.00
000101	Change Item 000101 to read as follows: Funding Request ACRN: AA				
000102	Change Item 000102 to read as follows: Funding Request ACRN: AB				
000103	Change Item 000103 to read as follows: Funding Request ACRN: AC				
000104	Change Item 000104 to read as follows: Funding Request ACRN: AD				

Effective as of the date of this modification:

1. Section G – "Contract Administration Data" – is hereby revised as follows (changes in **bold**):

SECTION G - Contract Administration Data

The following clause is revised by this modification as follows:

Line Item Tables CPFF Summary of CLIN/SLIN and Funding

This table provides a summary of the funding associated with CLIN/SLINs.

Summary of Funding

CLIN	Description	Obligated Amount	Total CPFF Amount
0001	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(b) (4)	\$2,158,917.00
000101	Funding Request ACRN: AA	(b) (4)	(b) (4)
000102	Funding Request ACRN: AB	(b) (4)	(b) (4)
000103	Funding Request ACRN: AC	(b) (4)	(b) (4)
000104	Funding Request ACRN: AD	(b) (4)	(b) (4)
0002	Affordable Modular Panoramic Photonics Mast (AMPPM) Demonstration Software (including the AMPPM software manual with source and object codes)	(b) (4)	(b) (4)
Total for Award			\$2,158,917.00

2. Except as modified herein, all other terms and conditions remain unchanged and in full force and effect.

Contract Distribution Sheet

CR Number: 14PR01574-01
Contract Number: N0001413C0375
Specialist: GORDON, ANDREW C ONR: BD252
Modification Number: P00002

Distribution Date: DEC 19 2013

Distributed By: [REDACTED]

___ PCO, ONR Arlington (Original)

___ Contractor (Duplicate Original)

EDA ONLY

Short Contractor Code and Address:

PVSN
PANAVISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD STE 840
WOODLAND HILLS, CA 91367-2602 US

___ ACO

ACO MILSCAP Code and Address:

S0512A
DCMA LOS ANGELES-S0512A
P.O. BOX 9608
MISSION HILLS, CA 91346-9608 US

___ Payment Office

DODAAD Code and Address:

HQ0339
DFAS COLUMB WEST ENTL-HQ0339
PO BOX 182381
COLUMBUS, OH 43218-2381 US

___ ONR:
00CC

Program Officer: ATHALE, DR. RA VINDRA ANANT, ONR Other

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE		PAGE OF PAGES 1 3	
2. AMENDMENT/MODIFICATION NO. P00002		3. EFFECTIVE DATE See Block 16C		4. REQUISITION/PURCHASE REQ. NO. 14PR01574-01	
5. PROJECT NO. (If applicable)		6. ISSUED BY Office of Naval Research Andrew Gordon (703) 696-5356 Email: andrew.c.gordon.ctr@navy.mil 875 North Randolph Street Arlington, VA 22203-1995		7. ADMINISTERED BY (If other than Item 6) DCMA LOS ANGELES P.O. BOX 9608 MISSION HILLS CA 91346-9608	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) PANAVISION FEDERAL SYSTEMS, LLC 9340 De Soto Ave Chatsworth CA 913114926		9A. AMENDMENT OF SOLICITATION NO. (x)		9B. DATED (SEE ITEM 11) 10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-13-C-0375	
10B. DATED (SEE ITEM 13) 09/11/2013		11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS <input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended. <input type="checkbox"/> is not extended. Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.		12. ACCOUNTING AND APPROPRIATION DATA (If required) N/A	

ORIGINAL

13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.	
CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
X	D. OTHER (Specify type of modification and authority) FAR 43.103(b) Unilateral Modification
E. IMPORTANT: Contractor <input checked="" type="checkbox"/> is not. <input type="checkbox"/> is required to sign this document and return _____ 0 copies to the issuing office.	
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) NAVRIS / SDN Number: 1101052	

The purpose of this modification is to correct a clerical error in the ACRN designations found under CLIN 0001 of the base award. As a result of this modification to the subject contract, SLIN 000102 will read "AB" in lieu of "AA" and SLIN 000103 will read "AC" in lieu of "AB."
Continued ...

Except as provided herein, all terms and conditions of the document referenced in Item 8A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print) Rebecca Foster		15B. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Rebecca Foster	
15C. CONTRACTOR/OFFEROR (Signature of person authorized to sign)		15D. DATE SIGNED 12/18/13 (Signature of Contracting Officer)	

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED
N00014-13-C-0375/P00002

PAGE 2 OF 3

NAME OF OFFEROR OR CONTRACTOR
PANAVISION FEDERAL SYSTEMS, LLC

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
0001	Change Item 0001 to read as follows (amount shown is the total amount): The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. Product/Service Code: AD92				2,158,917.00
000101	Change Item 000101 to read as follows: Funding Request ACRN: AA				
000102	Change Item 000102 to read as follows: Funding Request ACRN: AB				
000103	Change Item 000103 to read as follows: Funding Request ACRN: AC				
000104	Change Item 000104 to read as follows: Funding Request ACRN: AD				

Effective as of the date of this modification:

1. Section G – “Contract Administration Data” – is hereby revised as follows (changes in bold):

SECTION G - Contract Administration Data

The following clause is revised by this modification as follows:

Line Item Tables CPFF Summary of CLIN/SLIN and Funding

This table provides a summary of the funding associated with CLIN/SLINs.

Summary of Funding


CLIN	Description	Obligated Amount	Total CPFF Amount
0001	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(b) (4)	\$2,158,917.00
000101	Funding Request ACRN: AA	(b) (4)	(b) (4)
000102	Funding Request ACRN: AB	(b) (4)	(b) (4)
000103	Funding Request ACRN: AC	(b) (4)	(b) (4)
000104	Funding Request ACRN: AD	(b) (4)	(b) (4)
0002	Affordable Modular Panoramic Photonics Mast (AMPPM) Demonstration Software (including the AMPPM software manual with source and object codes)	(b) (4)	(b) (4)
Total for Award			\$2,158,917.00

2. Except as modified herein, all other terms and conditions remain unchanged and in full force and effect.

Contract Distribution Sheet

CR Number: 14PR01574-01
Contract Number: N0001413C0375
Specialist: GORDON, ANDREW C ONR: BD252
Modification Number: P00002

Distribution Date: DEC 19 2013

Distributed By: 

___ PCO, ONR Arlington (Original)

___ Contractor (Duplicate Original)

EDA ONLY

Short Contractor Code and Address:

PVSN
PANAVISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD STE 840
WOODLAND HILLS, CA 91367-2602 US

___ ACO

ACO MILSCAP Code and Address:

S0512A
DCMA LOS ANGELES-S0512A
P.O. BOX 9608
MISSION HILLS, CA 91346-9608 US

___ Payment Office

DODAAD Code and Address:

HQ0339
DFAS COLUMB WEST ENTL-HQ0339
PO BOX 182381
COLUMBUS, OH 43218-2381 US

___ ONR:
00CC

Program Officer: ATHALE, DR. RAVINDRA ANANT, ONR Other

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE		PAGE OF PAGES 1 3	
2. AMENDMENT/MODIFICATION NO. P00003		3. EFFECTIVE DATE See Block 16C		4. REQUISITION/PURCHASE REQ. NO. 14PR01574-02	
5. ISSUED BY Office of Naval Research Andrew Gordon (703) 696-5356 Email: andrew.c.gordon.ctr@navy.mil 875 North Randolph Street Arlington, VA 22203-1995		6. PROJECT NO. (if applicable)		7. ADMINISTERED BY (if other than item 6) DCMA LOS ANGELES P.O. BOX 9608 MISSION HILLS CA 91346-9608	
8. NAME AND ADDRESS OF CONTRACTOR (No. street, county, State and ZIP Code) PANAVISION FEDERAL SYSTEMS, LLC 9340 De Soto Ave Chatsworth CA 913114926		9A. AMENDMENT OF SOLICITATION NO. (x)		9B. DATED (SEE ITEM 11) 10A. MODIFICATION OF CONTRACT/ORDER NO N00014-13-C-0375	
10B. DATED (SEE ITEM 13) 09/11/2013		11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS		12. ACCOUNTING AND APPROPRIATION DATA (if required) 1741319-W3F3-255-RA-313-0-068342-2D--03346-000-MPH0	

ORIGINAL

The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers [] is extended. [] is not extended. Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
X	D. OTHER (Specify type of modification and authority) FAR 43.103(b) Unilateral Modification and FAR 52.232-22 "Limitation of Funds"

E. IMPORTANT: Contractor [X] is not, [] is required to sign this document and return _____ 0 copies to the issuing office

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)
NAVRIS / SDN Number: 1101052

The purpose of this modification is to provide an increment of funding in the amount of \$780,383 to CLIN 0001 under Contract Number N00014-13-C-0375.

FOB: Destination

Continued ...

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print) (Signature of person authorized to sign)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Heather Land, CONTRACTING OFFICER	
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED AMERICA	
		16C. DATE SIGNED 18-FEB-2014	

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED
N00014-13-C-0375/P00003PAGE OF
2 3

NAME OF OFFEROR OR CONTRACTOR

PANAVISION FEDERAL SYSTEMS, LLC

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	Change Item 0001 to read as follows (amount shown is the total amount):				
0001	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. Product/Service Code: AD92				2,158,917.00
	Add Item 000105 as follows:				
000105	ACRN: AD (Amt: [REDACTED])				
	Accounting Summary AD 1741319-W3F3-255-RA-313-0-068342-2D--03346-000-MP H0 [REDACTED]				

Effective as of the date of this modification:

1. Section G – "Contract Administration Data" – is hereby revised as follows (changes in **bold**):

SECTION G - Contract Administration Data

The following clause is revised by this modification as follows:

Line Item Tables CPFF Summary of CLIN/SLIN and Funding

This table provides a summary of the funding associated with CLIN/SLINs.

Summary of Funding

CLIN	Description	Obligated Amount	Total CPFF Amount
0001	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(b) (4)	\$2,158,917.00
000101	Funding Request ACRN: AA	(b) (4)	(b) (4)
000102	Funding Request ACRN: AB	(b) (4)	(b) (4)
000103	Funding Request ACRN: AC	(b) (4)	(b) (4)
000104	Funding Request ACRN: AD	(b) (4)	(b) (4)
000105	ACRN: AD	(b) (4)	(b) (4)
0002	Affordable Modular Panoramic Photonics Mast (AMPPM) Demonstration Software (including the AMPPM software manual with source and object codes)	(b) (4)	(b) (4)
Total for Award			\$2,158,917.00

The following clause is revised by this modification as follows:

ONR 0058 Allotment of Funds

(a) It is hereby understood and agreed that this contract will not exceed a total amount of \$2,158,917; including an estimated cost of (b) (4) and a fixed fee of (b) (4).

(b) CLIN 0001 will not exceed a total amount of \$2,158,917; including an estimated cost of (b) (4) and a fixed fee of (b) (4). The total amount presently available for payment and allotted to CLIN 0001 of this contract is \$1,973,000; including an estimated cost of (b) (4) and a fixed fee of (b) (4). It is estimated that the amount allotted of (b) (4) will cover the period from date of award through thirty-three (33) months.

2. Except as modified herein, all other terms and conditions remain unchanged and in full force and effect.

Contract Distribution Sheet

CR Number: 14PR01574-02
Contract Number: N0001413C0375
Specialist: GORDON, ANDREW C ONR: BD252
Modification Number: P00003

Distribution Date: FEB 18 2014

Distributed By:

___ PCO, ONR Arlington (Original)

___ Contractor (Duplicate Original)

EDA ONLY

Short Contractor Code and Address:

PVSN
PANAVISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD STE 840
WOODLAND HILLS, CA 91367-2602 US

___ ACO

ACO MILSCAP Code and Address:

S0512A
DCMA LOS ANGELES-S0512A
P.O. BOX 9608
MISSION HILLS, CA 91346-9608 US

___ Payment Office

DODAAD Code and Address:

HQ0339
DFAS COLUMB WEST ENTL-HQ0339
PO BOX 182381
COLUMBUS, OH 43218-2381 US

___ ONR:
00CC

Program Officer: ATHALE, DR. RAVINDRA ANANT, ONR Other

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE		PAGE OF PAGES 1 3	
2. AMENDMENT/MODIFICATION NO. P00004		3. EFFECTIVE DATE See Block 16C		4. REQUISITION/PURCHASE REQ. NO. 14PR01574-03	
5. PROJECT NO. (If applicable)		6. ISSUED BY Office of Naval Research Andrew Gordon (703) 696-5356 Email: andrew.c.gordon.ctr@navy.mil 875 North Randolph Street Arlington, VA 22203-1995		7. ADMINISTERED BY (If other than Item 6) SCD-C DCMA LOS ANGELES P.O. BOX 9608 MISSION HILLS CA 91346-9608	
8. NAME AND ADDRESS OF CONTRACTOR (Name, street, county, State and ZIP Code) PANAVISION FEDERAL SYSTEMS, LLC 9340 De Soto Ave Chatsworth CA 913114926		9A. AMENDMENT OF SOLICITATION NO. (x)		9B. DATED (SEE ITEM 11)	
10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-13-C-0375		10B. DATED (SEE ITEM 13) 09/11/2013		11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS	
12. ACCOUNTING AND APPROPRIATION DATA (If required) 1741319-W3F3-255-RA-313-0-068342-2D-03346-000-MPH0		13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.		14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) NAVRIS / SDN Number: 1101052	

ORIGINAL

The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers : [] is extended. [] is not extended.
Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods : (a) By completing items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

Net Increase: \$185,917.00

13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
X	D. OTHER (Specify type of modification and authority) FAR 43.103(b) Unilateral Modification and FAR 52.232-20 "Limitation of Cost"

E. IMPORTANT: Contractor [X] is not. [] is required to sign this document and return _____ 0 _____ copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

NAVRIS / SDN Number: 1101052

The purpose of this modification is to provide an increment of funding in the amount of \$185,917 in order to fully fund CLIN 0001 under Contract Number N00014-13-C-0375.

FOB: Destination

Continued ...

Except as provided herein, all terms and conditions of the document referenced in Item 9 A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print) Sarah Lewellen		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Sarah Lewellen	
15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign)		16B. DATE SIGNED 4/24/14	

NSN 7540-01-152-8070
Previous edition unusable

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED

N00014-13-C-0375/P00004

PAGE

OF

2

3

NAME OF OFFEROR OR CONTRACTOR

PANAVISION FEDERAL SYSTEMS, LLC

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	Change Item 0001 to read as follows (amount shown is the total amount):				
0001	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. Award Type: Cost-plus-fixed-fee Total Estimated Cost: (b)(4) Fixed Fee: (b)(4) Term Form Product/Service Code: AD92				2,158,917.00
	Add Item 000106 as follows:				
000106	ACRN: AD (Amt: (b)(4))				
	Accounting Summary AD 1741319-W3F3-255-RA-313-0-068342-2D-03346-000-MPH 0 (b)(4)				

Effective as of the date of this modification:

1. Section G – “Contract Administration Data” – is hereby revised as follows (changes in bold):

SECTION G - Contract Administration Data

The following clause is revised by this modification as follows:

Line Item Tables CPFF Summary of CLIN/SLIN and Funding

This table provides a summary of the funding associated with CLIN/SLINs.

Summary of Funding

CLIN	Description	Obligated Amount	Total CPFF Amount
0001	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(b)(4)	\$2,158,917.00
000101	Funding Request ACRN: AA	(b)(4)	(b)(4)
000102	Funding Request ACRN: AB	(b)(4)	(b)(4)
000103	Funding Request ACRN: AC	(b)(4)	(b)(4)
000104	Funding Request ACRN: AD	(b)(4)	(b)(4)
000105	Funding Request ACRN: AD	(b)(4)	(b)(4)
000106	Funding Request ACRN: AD	(b)(4)	(b)(4)
0002	Affordable Modular Panoramic Photonics Mast (AMPPM) Demonstration Software (including the AMPPM software manual with source and object codes)	(b)(4)	(b)(4)
Total for Award			\$2,158,917.00

The following clause is revised by this modification as follows:

ONR 0058 Allotment of Funds

(a) It is hereby understood and agreed that this contract will not exceed a total amount of \$2,158,917; including an estimated cost of (b)(4) and a fixed fee of (b)(4).

(b) CLIN 0001 is hereby fully funded.

2. As a result of this modification, FAR clause 52.232-22, “Limitation of Funds,” is hereby revoked and FAR clause 52.232-20, “Limitation of Cost,” is invoked.
3. Except as modified herein, all other terms and conditions remain unchanged and in full force and effect.

Contract Distribution Sheet

CR Number: 14PR01574-03
Contract Number: N0001413C0375
Specialist: GORDON, ANDREW C ONR: BD252
Modification Number: P00004

Distribution Date: APR 24 2014

Distributed By: 

___ PCO, ONR Arlington (Original)

___ Contractor (Duplicate Original)

EDA ONLY

Short Contractor Code and Address:

PVSN
PANAVISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD STE 840
WOODLAND HILLS, CA 91367-2602 US

___ ACO

ACO MILSCAP Code and Address:

S0512A
DCMA LOS ANGELES-S0512A
P.O. BOX 9608
MISSION HILLS, CA 91346-9608 US

___ Payment Office

DODAAD Code and Address:

HQ0339
DFAS COLUMB WEST ENTL-HQ0339
PO BOX 182381
COLUMBUS, OH 43218-2381 US

___ ONR:

00CC

Program Officer: ATHALE, DR. RAVINDRA ANANT, ONR Other